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BASIC AMENDMENT

SYDNEY'S ANGELS FOR AUTISM, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SYDNEY'S ANGELS FOR AUTISM, INC.**

The undersigned officer, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation of Sydney's Angels for Autism, Inc., a corporation not-for-profit under the laws of the State of Florida (the "Corporation") and certifies as follows:

1. The name of the Corporation is Sydney's Angels for Autism, Inc.
2. The Corporation does not have any members.
3. The Corporation's board of directors adopted these Amended and Restated Articles of Incorporation on October 7, 2005.
4. The following text amends and restates the Corporation's Articles of Incorporation filed with the Florida Secretary of State on October 18, 2004:

ARTICLE I - Name

The name of the Corporation shall be SYDNEY'S ANGELS FOR AUTISM, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The street address of the principal office and the mailing address of the Corporation is 6536 Stonington Drive, Tampa, Florida 33647.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including (1) to administer educational programs for children and adults affected by the neurological disorder of autism and the autistic spectrum and (2) to enhance public awareness of the neurological disorder of autism through public education campaigns and fundraisers.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

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C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The Corporation came into existence on October 18, 2004, and the Corporation shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Current Registered Office and Agent

The street address of the registered office of the Corporation is 3101 W. Martin Luther King Blvd. Ste. #200, Tampa, Florida 33607, and the name of the registered agent of the Corporation at that address is Jeffrey T. Swenson.

ARTICLE VI - Directors

A. The current number of directors of the Corporation is four (4).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

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D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the current members of the Board of Directors are:

Maurer, Anita Sanchez 4003 South Manhattan Avenue Tampa, Florida 33629
Berger, David M.D. 3341 West Bearss Avenue Tampa, Florida 33618
Swenson, Kathy 6536 Stonington Drive Tampa, Florida 33647
Swenson, Jeffrey 6536 Stonington Drive Tampa, Florida 33647
Merenda, Melissa 5547 Masters Boulevard Orlando, Florida 32819

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Members

The Corporation may have members, as specified in the Bylaws of the Corporation.

ARTICLE VIII- Amendment to Articles

These Articles of Incorporation may be amended only upon the affirmative vote of the Corporation's directors, in the manner specified in the Corporation's Bylaws.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Corporation's directors, in the manner specified in the Corporation's Bylaws.

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ARTICLE XI- Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned officer has executed these Articles of Incorporation this 7th day of October, 2005.

Kathy Swenson
President