

N98000000032

JL CARES, INC.

July 18, 1998

Temporary address:

c/o Richard Smith
3910 North Longview Drive
Jupiter FL 33477

Permanent address:

c/o Mary D. Walsh
Jonathan's Landing
3392 Barrow Island Road
Jupiter FL 33477

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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-07/20/98-01060-011

*****87.50 *****87.50

Subject: AMENDMENT AND RESTATEMENT OF
Document N98000000032

FILING OF RESTATED ARTICLES

Enclosed are the original and one exact copy of amended and restated Articles of Incorporation for JL Cares, Inc., a Florida non-profit corporation.

REQUEST FOR CERTIFIED COPY

For the Internal Revenue Service, we need a certified copy of the Articles of Restatement as filed showing the date on which the amendments were approved by the State. Please send this as soon as possible TO OUR TEMPORARY ADDRESS, LISTED ABOVE.

FILING FEE

I enclose a check for \$87.50 to cover the \$35 fee for filing amended Articles and the fee for certifying a copy, which from the fee schedule appears to be \$52.50, although the fee schedule might also be read as saying that \$52.50 covers both fees. The larger amount is sent in to avoid delay.

REGISTERED AGENT

Mary D. Walsh, who accepted appointment as registered agent on November 25, 1997, remains the registered agent of the corporation.

If there are any questions please call Richard Smith at (561) 745-3269.

Thank you,

JL Cares, Inc.

by: Richard Smith
Richard Smith,
Vice Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ON N98000000032
1 pg Restated Art
7-20-98
Cert Copy

ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF JL CARES, INC.
Document # N98000000032
Originally filed January 5, 1998
with the Florida Department of State

Pursuant to s. 617.1007, F.S. 1997, the Articles of Incorporation of JL CARES, Inc., 3392 Barrow Island Road, Jupiter FL 33477, originally filed with the Florida Department of State on January 5, 1998, are hereby amended and restated, as follows:

Article I

NAME

The name of the corporation shall be JL Cares, Inc.

Article II

PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation shall be 3392 Barrow Island Road, Jupiter FL 33477.

Article III

PURPOSES

The corporation is a non-profit corporation organized and operated exclusively for charitable and educational purposes, as described below:

(a) to receive and disburse funds for charitable and educational purposes;

(b) to enable and encourage residents of Jonathan's Landing, Florida, to donate time and resources to charitable and educational endeavors, and to work as volunteers and in other supportive ways with organizations, and projects of a charitable or educational nature;

(c) generally to engage in any lawful activity for the relief or benefit of less fortunate members of society;

(d) The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code);

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
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(e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 section 501(c)(3) purposes. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article IV

DIRECTORS

The corporation shall be managed by a Board of Trustees consisting of ten members. The original Board was appointed by the Incorporator. At least every two years, and oftener in case of vacancies, the Board shall elect successor trustees.

Article V

TERM AND DISSOLUTION

The term of the corporation is perpetual unless dissolved pursuant to applicable Florida statutes. Upon dissolution, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article VI

INITIAL REGISTERED AGENT

The name and street address of the initial registered agent are:

Mary D. Walsh
3392 Barrow Island Road
Jupiter FL 33477

Article VII

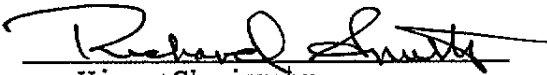
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Mary D. Walsh
3392 Barrow Island Road
Jupiter FL 33477

CERTIFICATE

In accordance with s. 617.1007, Florida Statutes 1997, I, Richard Smith, duly elected Vice-Chairman of JL Cares, Inc., certify that there are no members entitled to vote on these Articles of Restatement of the Articles of Incorporation of JL CARES, Inc., and that the said Articles were duly adopted by the Board of Trustees of this corporation on the 17th day of July, 1998.


Vice-Chairman