

P02000061692

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

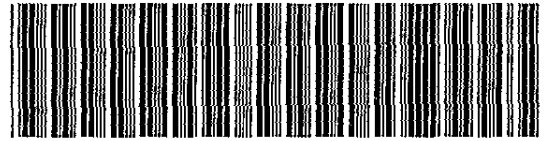
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Glenn Wade GAVE
AUTHORIZATION BY PHONE TO
CONTACT *Shareholders Approval*
DATE *04/06/06*
BY *Donnell*

Office Use Only



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03/27/06--01027--008 **52.50

~~03-30-06~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 27 PM 4:28

Attended

*Restated
Art.
04/06/06*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Literacy For Life Skills Development, Inc.

DOCUMENT NUMBER: P02000061692

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Fenna E. Bacchus
(Name of Contact Person)

Literacy For Life Skills Development, Inc.
(Firm/ Company)

544 Walnut Street
(Address)

Altamonte Springs, Florida 32714
(City/ State and Zip Code)

For further information concerning this matter, please call:

Fitzroy Bacchus at (407) 774-6542
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
06 MAR 27 PM 4:28

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

3-30-06

LITERACY FOR LIFE SKILLS DEVELOPMENT, INC.

The undersigned competent natural person, incorporator of this Corporation under the provisions of Chapter 607, the Business Corporations Act, of the Statutes of the State of Florida, and authorized by affirmative vote of two-thirds of the eligible shares of common stock of this Corporation, adopts the following Amended and Restated Articles of Incorporation for this Corporation.

ARTICLE 1 - NAME

The name of this corporation is LITERACY FOR LIFE SKILLS DEVELOPMENT, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 544 Walnut Street, Altamonte Springs, Florida 32714.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator follows:

Fenna E. Bacchus
544 Walnut Street
Altamonte Springs, Florida 32714

ARTICLE 5 – DIRECTORS

The Directors of this Corporation, whose addresses shall be the same as the principal office of this Corporation, shall be elected according to the Bylaws of this Corporation, and the number of Directors may be one or any number up to a maximum set according to the Bylaws of this Corporation.

ARTICLE 6 – OFFICES AND OFFICERS

The Officers of this Corporation, whose addresses shall be the same as the principal office of this Corporation, shall be elected according to the Bylaws of this Corporation, and the number, titles and descriptions of Offices shall be set according to the Bylaws of this Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

Section 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

Section 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, with the following conditions or exceptions: 1.) provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance, and 2.) every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Section 7.3 The Board of Directors of this Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of this Corporation.

Section 7.4 The Board of Directors of this Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

This Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of this Corporation unanimously agree otherwise in writing.

Section 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in this Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 8.3 Once this Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of this Corporation and transferability of the shares of stock of this Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of this Corporation.

ARTICLE 10 – POWERS OF CORPORATION

This Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNERS

This Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of this Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by this Corporation, this Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not this Corporation shall have notice thereof.

ARTICLE 13 – RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or closing of this corporation, the assets of this corporation shall be payable to and distributed to the registered owners of this corporation as defined by ARTICLE 12 of this document.

ARTICLE 14 – REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent follows:

Fenna E. Bacchus
544 Walnut Street
Altamonte Springs, Florida 32714

ARTICLE 15 – BYLAWS

The Board of Directors of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws. This article shall not be interpreted to void any rights specifically granted to shareholders under the laws of the State of Florida including the right of shareholders to elect the members of the Board of Directors of this Corporation.

ARTICLE 16 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 17 – AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____ day of March, 2006.

Fenna E. Bacchus, Incorporator and President


The foregoing instrument was acknowledged and signed before me:

_____, 2006.

Notary Signature

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

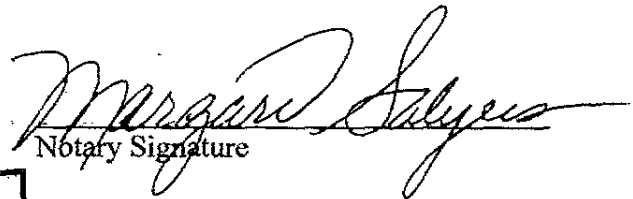
Fenna E. Bacchus, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



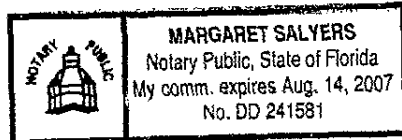
Fenna E. Bacchus

The foregoing instrument was acknowledged and signed before me;

March 24th, 2006.



Notary Signature



**Articles of Amendment
to
Articles of Incorporation
of**

Literacy For Life Skills Development, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P0200061692

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached full Restated and Amended Articles of Incorporation

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

n/a

(continued)

The date of each amendment(s) adoption: All revisions dated 23 March 2006

Effective date if applicable: 30 March 2006
(no more than 90 days after amendment file date)

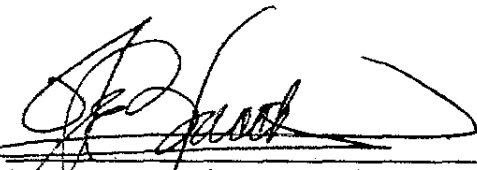
Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Fenna E. Bacchus

(Typed or printed name of person signing)

Incorporator, President

(Title of person signing)

FILING FEE: \$35