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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 12:47

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

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*****78.75 *****78.75

EFFECTIVE DATE
7-6-98

SUBJECT: ACTION NEEDED NOW, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: TERRY L. CHASE
Name (Printed or typed)

1671 N.E. 126TH CT.
Address

WILLISTON, FLA. 32696
City, State & Zip

1-352-486-4994
Daytime Telephone number

Terry L. Chase GAVE
AUTHORIZATION BY PHONE TO
CORRECT ask date
DATE 7/14/98
DOC. EXAM Kevin Brown

NOTE: Please provide the original and one copy of the articles.

B. BROWN JUL 14 1998

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ARTICLES OF INCORPORATION
OF
ACTION NEEDED NOW, INCORPORATED

EFFECTIVE DATE
7-6-98

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of Florida, the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The Name of the Corporation is: Action Needed Now, Incorporated.

ARTICLE II PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

- (A) Buying, selling and leasing property Operating day care centers, adult homes, nurseries and kindergartens and to provide shelter and other services for foster children/youth.
- (B) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida. Including, but not limited to, the right and power to manufacture, distribute, purchase or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and service of every class, kind and discription, except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutal fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (C) To purchase, take and lease, or inexchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purpose of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.
- (D) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debenturea, futures, options, commodities, puts and calls or obligations of any company

organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except money or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

(E) The corporation shall have the full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(F) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(G) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its assets.

(H) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(I) To do and perform and cause to be done or perform each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any and all of the general powers given, always provided that the grant of the foregoing enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be authorized to be exercised under the said acts above recited under which it is organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign country or countries.

ARTICLE 111 DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these articles.

ARTICLE IV CAPITAL STOCK

- (A) The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with \$ 1.00 par value per share.
- (B) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- (C) The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.
- (D) The shares of the corporation are not to be divided into classes.
- (E) The corporation is not authorized to issue in series.

ARTICLE V 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of section 1244 of the Internal Revenue Code.

ARTICLE VI PREEMPTIVE RIGHTS

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 which it is offered to others.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1671 N. E. 126 th. Ct., Williston, Florida 32696. And the name of the initial registered agent of this corporation at that address is Terry L. Chase. However, this corporation may, from time to time, move the principal office to any address, and shall have the right and power to transact business and establish offices within and out of the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE V111 INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than three.

The names and post offices addresses of the First Board of Directors, who, being subject to the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have been qualified, are as follows:

NAME:

LeRoy Porter
(President)

ADDRESS:

8212 N. Elmer St.
Tampa, Florida
33604

George M. Duke
(Vice-President)

1010 E. Flora St.
Tampa Florida
33604.

Perry Chase
(Secretary-Treasurer)

1671 N. E. 126 Court
Williston, Florida 32696

ARTICLE IX INCORPORATORS

The names and street address of each subscriber and incorporator of these Articles of Incorporation are:

NAME:

LeRoy Porter

ADDRESS:

8212 N. Elmer Street
Tampa, Florida 33604

ARTICLE X BY-LAW

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII TRANSACTION WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors or officers, individually or jointly, may be a party or parties to, or maybe interested in, any contract or transaction of this corporation or in which this corporation is interested. And no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties to, interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation, in which he may in any way be interested. Directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII IDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

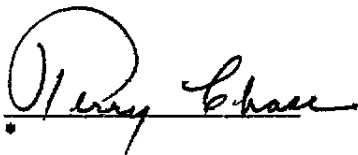
ARTICLE XV MISCELLANEOUS

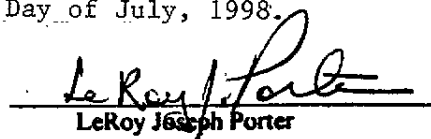
(A) The corporation shall further have the right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of the stockholders. And that no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(B) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or out, and to keep the books of the corporation (subject to the provisions of the statues) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(C) The corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

We, the undersigned, being each and all of the original subscribers to capital stock, herein above named for the purpose of forming a corporation for profit to do business both within and out of the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation. And hereby declaring and certifying that the facts herein stated are true and correct, and do respectively agree to take the number of shares of stock herein above set forth as to each of us, and accordingly have here unto set our hands and seals on this the 6th Day of July, 1998.


Perry Chase


LeRoy Joseph Porter

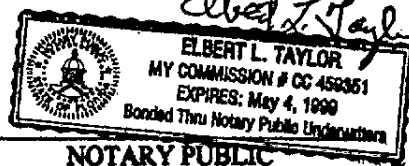
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, the undersigned, LeRoy Joseph Porter, personally appeared. After first being duly cautioned and sworn, upon his respective oaths depose and states that he is the party to the foregoing Articles of Incorporation, and acknowledged the said execution to be of his free and voluntary deed, and that the facts therein are truly set out.

As witness to his signature, I therefore set my hand and seal at Tampa, Florida
this 6th day of July 1998


LeRoy Joseph Porter



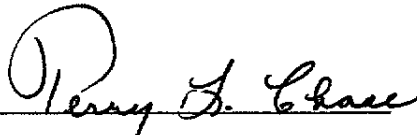
NOTARY PUBLIC
STATE OF FLORIDA

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

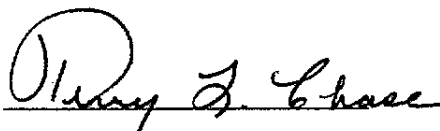
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ACTION NEEDED NOW, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1671 N.E. 126 th. Ct. Williston, Florida 32696, has named Terry L. Chase, located at this address, as its registered agent to accept service of process within Florida.


Terry L. Chase

TITLE: Secretary-Treasurer
DATE: 7-6-98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


(Registered Agent)