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BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

Post Office Box 70 (ZIP 32402)
221 McKENZIE AVENUE

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 769-1414

TELECOPIER (850) 784-0857

EMAIL: burkeblue@burkeblue.com

LES W. BURKE
ROB BLUE, JR.
NEVIN J. ZIMMERMAN
EDWARD A. HUTCHISON, JR.
ELIZABETH J. WALTERS*
DOUGLAS L. SMITH***
SHARON DENWIDDIE**
MICHAEL S. BURKE
M. TODD BURKE
WILLIAM S. HENRY**

SANDESTIN OFFICE:
SUITE 101

215 GRAND BLVD.

SANDESTIN, FLORIDA 32530

TELEPHONE (850) 267-9498

TELECOPIER (850) 267-9499

*ALSO ADMITTED IN ALABAMA

**ALSO ADMITTED IN GEORGIA

***CERTIFIED CIRCUIT MEDIATOR

***JEFFREY C. BASSETT
OF COUNSEL

July 31, 2002

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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-08/01/02--01018--017
*****78.75 *****78.75

RE: KidCare America of Callaway, Inc.; Our File No. K151-13308

Dear Division of Corporations:

Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced not for profit corporation.

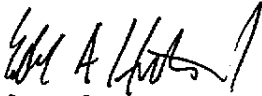
Additionally, please find enclosed a check in the amount of seventy-eight dollars and 75/100 (\$78.75), which covers the following costs for the corporation:

1. Filing Fee for Articles of Incorporation . . .	\$35.00
2. Certified Copy of Articles of Incorporation . . .	8.75
3. Filing Fee for Registered Agent	35.00
Total	<u>\$78.75</u>

Should you have any questions or need further clarification regarding the above, please feel free to call our office.

Sincerely,

BURKE & BLUE, P.A.


Edward A. Hutchison,

EAH/kb
Enclosure(s)
cc: Donald Price

FILED
02 AUG 21 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

411 0/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2002

BURKE & BLUE, P.A.
POST OFFICE BOX 70
PANAMA CITY, FL 32402

SUBJECT: KIDCARE AMERICA OF CALLAWAY, INC.
Ref. Number: W02000022310

We have received your document for KIDCARE AMERICA OF CALLAWAY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00046494

ARTICLES OF INCORPORATION

OF

KidCare America of Callaway, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 617, Florida Statutes (2001), pursuant to the Florida Not-for-Profit Corporation Act, hereby certify:

1. Name. The name of the Corporation is KidCare America of Callaway, Inc..

2. Exempt Status. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Act. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

3. Purposes. The purposes for which the Corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and in this connection, to promote the welfare of children in home, school, and community to instill and promote christian values and principles, to raise the standards of

academics; and to bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the training of children and more specifically with the business of owning and operating the KidCare America of Callaway currently located at 5718 Cherry Street, Panama City, Florida 32404, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation and the Kidcare America of Callaway is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes entitled the Not-for-Profit Corporation Act.

4. Initial and Registered Principal Office. The street address, city and county in which the Corporation's office is to be located is: 5718 Cherry Street, Panama City, Bay County, Florida 32404.

5.. Place of Operation. The territory in which the Corporation's activities are principally to be conducted is Panama City, Bay County, Florida.

6. Approvals and Consents. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

7. Directors. The Corporation shall have at least three (3) directors who shall be elected in accordance with the By-Laws. The names and residences of the initial directors until the first annual meeting are:

<u>Names</u>	<u>Addresses</u>
Donald Price	5718 Cherry St. Panama City, FL 32404
JoAnn Price	5718 Cherry St. Panama City, FL 32404
Larry White	7535 Kelsey Dr. Panama City, FL 32404
Greg Hartzog	321 S. Comet Ave. Panama City, FL 32404
Beth Sanders	712 S. Gay Ave. Panama City, FL 32404

8. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Donald Price	5718 Cherry St. Panama City, FL 32404

9. Officers. The Officers of this Corporation shall be a President, Vice-President, Secretary, and Treasurer and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner,

hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

10. Distribution on Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations that promote the same christian values and principles as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

11. Income and Distribution. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

12. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

13: Address of Notice. The post office address to which the Secretary of State shall mail a copy of notice required by law is 5718 Cherry Street, Panama City, Florida 32404.

14. Age of Incorporator. The Incorporator is of the age of 18 year or over.

IN WITNESS WHEREOF this certificate has been signed by the subscriber, this 31 of July, 2002.

Donald Price
Donald Price

STATE OF FLORIDA
COUNTY OF BAY

THE FOREGOING instrument was acknowledged before me this 31st day of July, 2002, by Donald Price, who is personally known to me or who ~~has produced~~ _____ as identification and who did take an oath.

[SEAL]

Kellie J. Brown
Notary Public KELLIE J. BROWN

Commission No.: CC 761453
My Commission Expires: 9-17-02



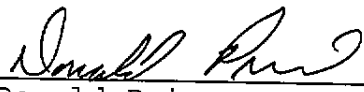
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.901, who Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that KidCare America of Callaway, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Panama City, County of Bay, State of Florida, has named Donald Price, located at 5718 Cherry Street, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

HAVING been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Donald Price
(Resident Agent)

FILED
02 AUG 21 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA