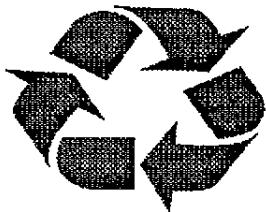


Louise Graham



**Regeneration
Center**

FRANK LEEDS, III, D.Min., S.T.M.
EXECUTIVE DIRECTOR
fleeds3@ij.net

BOARD OF TRUSTEES

BENJAMIN F. SHIRLEY
Vice Chairman
City of St. Petersburg

JOY CLINGMAN, Phd.
Secretary
University of South Florida

LISA A. BAKER, MBA
Treasurer
Raymond James & Associates

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R.N./Retired

GORDON A. NORTON, DDS
Periodontist

ROBERT H. JENKINS
MD

ERIC D. HALL
William R. Hough & Co.

2301 3rd. Avenue South
St. Petersburg, Florida 33712-1646
(813)327-9444
FAX (813)327-9649

Partially Funded by
Florida Dept. of Children and Families



Printed on recycled paper

717448

Thursday, February 12, 1998

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

Ref: Restated and Emended Articles of Incorporation and
Bylaws

Dear Sir:

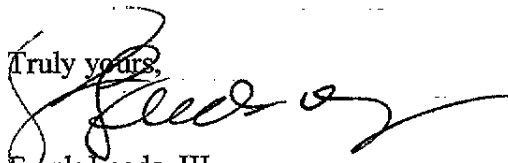
4000002431584--4
-02/16/98--01086--016
*****35.00 *****35.00

Enclosed please find "ARTICLES OF RESTATEMENT" of
Louise H. Graham Developmental Training Center, Inc. a Florida
Non-Profit corporation. It has been signed, by the President and
Secretary, of the Corporation.

All documents are sealed with the Corporate Seal.

A check payable to the Secretary of State in enclosed for
\$35.00.

Truly yours,


Frank Leeds, III
Executive Director

Enclosures

Cc: All Board of Directors

Claudine Beck, IRS, 9450 Koger Blvd., Suite #202, St. Petersburg
Florida, 33702 [fax: 570-5531]
Louis Whitehead, III. Legal Council.

*Restated Articles
w/name change*

*LFF
3-5-98*

717448

FILED
98 MAR -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1998

FRANK LEEDS, III
2301 3RD AVENUE SOUTH
ST. PETERSBURG, FL 33712-1646

SUBJECT: LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC.
Ref. Number: 717448

We have received your document for LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation. - ok.

Bylaws are not filed with this office. Please retain them for your records.

Please return 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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 898A00009338

Carol
Thank you for your help.
Stu

RESTATED ARTICLES OF INCORPORATION
OF
LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC.

FILED
98 MAR -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, officers of Louise H. Graham Developmental Training Center, Inc., a Florida nonprofit corporation, hereby submit the following pursuant to 617.1007 Fla Stat. (1997) as the Restated and Amended Articles of Incorporation of the Corporation:

ARTICLE 1: NAME

The name of this corporation is LOUISE GRAHAM REGENERATION CENTER, INC., having a business address of 2301 3rd Ave. South, St. Petersburg, Florida. 33712

ARTICLE 11: PURPOSE

The general nature and purpose of this corporation is to engage in activities to improve the health, welfare, education, employment, recreation facilities and opportunity for physically developmentally disabled people regardless of race, color, sex, or creed; to cooperate with public and private agencies providing services of the developmentally disabled; to establish and operate direct services to the developmentally disabled.

The Corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. The corporation shall do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE III: MEMBERSHIP

The Corporation shall have one class of voting members which shall be the members of the Board of Directors. Voting members of the corporation shall be elected (and may be removed) by the Board of Directors and shall have all of the rights and privileges of members of the Corporation. The Bylaws may provide for one or more classes of voting members who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote..

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors. The number of Directors shall be determined by the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected by the Board of Directors in accordance with the Bylaws.

ARTICLE VI: AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights and privileges conferred by these Articles are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provision of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Board of Directors pursuant to law.

ARTICLE VII: BY-LAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE IX: REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 2301-3rd Avenue South, St. Petersburg, Fl. 33712-1646 and the name of its Registered Agent at that address is Dr. Frank Leeds, III.

ARTICLE X: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations that themselves are exempt as organizations described in section 501 C(3) and 170 © (2) of the Internal Revenue Codes of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State or local government exclusive public purpose.

ARTICLE XI: OTHER TAX CODES FACTORS

1. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from Federal income taxation under section 501 (c) (3) of the Internal revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law; or
 - (b) A corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.
2. Notwithstanding any other provisions of these articles, this purposes for which the Corporation is formed are exclusively charitable or educational within the meaning of 501 C (3) of the Internal Revenue Code.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 Article II hereof. 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.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed under seal by its President and attested to by its Secretary on this the 13 of February, 1998.

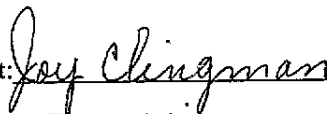
LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC.

By:



Frank Leeds III [Print Name]
Its: President

Attest:



Joy CLINGMAN [Print Name]
Its: Secretary

ARTICLES OF RESTATEMENT

LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC.

We, the undersigned officers of the Louise H. Graham Developmental Training Center, Inc. a Florida nonprofit corporation, hereby submit the following Articles of Restatement pursuant to 617.1007 Fla. Stat. (1997), and certify as follows:

1. That the name of the Corporation is the Louise H. Graham Developmental Training Center, Inc., a Florida nonprofit corporation (the "Corporation").

2. That these Articles of Restatement are submitted in conjunction with the filing of the Restated and Amended Articles of Incorporation of the Corporation (the "Restated Articles").

3. That the Restated Articles contain substantial amendments to the Articles of Incorporation of the Corporation including, without limitation, a change of the Corporation's name to "THE LOUISE GRAHAM REGENERATION CENTER, INC."

4. That the complete text of each amendment to the Articles of Incorporation is included within the text of the Restated Articles.

5. That the Restated Articles do not require the approval of the members of the Corporation and the Restated Articles were unanimously adopted by the Board of Directors of the Corporation at a meeting held on JAN 28, 1998, at which all of the directors were present.

6. That the Restated Articles supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed under seal by its President and attested to by its Secretary on this the 13 day of February, 1998.

LOUISE H. GRAHAM DEVELOPMENTAL TRAINING
CENTER, INC.

By: Frank Leeds III

Frank Leeds III (Print Name)
Its: President

Attest: Joy Clingman

Joy CLINGMAN (Print Name)
Its: Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of February by Frank Leeds III as the President of LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC., a Florida nonprofit corporation, on behalf of the Corporation, who is personally known to me or who presented Fl. DI. as identification.

Barbara J. Tanner.
Notary Public

(SEAL.)

My Commission Expires: April 9th, 1999



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this _____ day of February by _____ as the President of LOUISE H. GRAHAM DEVELOPMENTAL TRAINING CENTER, INC., a Florida nonprofit corporation, on behalf of the Corporation, who is personally known to me or who presented _____ as identification.

Notary Public

(SEAL.)

My Commission Expires: