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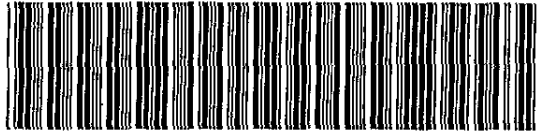
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TALLAHASSEE, FLORIDA

T BROWN JUL 28 2004

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: After That Inc

DOCUMENT NUMBER: N00000007807

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

Please return all correspondence concerning this matter to the following:

Helen McIntosh
(Name of Contact Person)

After That, Inc
(Firm/ Company)

3807 14th Street W
(Address)

Lehigh Acres FL 33971
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Helen at (239) 693-8855
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

After That, Inc.

(present name)

N 00000067807

(Document Number of Corporation (If known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Article III

Article IV

Article VIII - XI (Added)

SECOND: The date of adoption of the amendment(s) was: 7-12-04

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Helen L. McIntosh

Signature of Chairman, Vice Chairman, President or other officer

Helen L. McIntosh

Typed or printed name

Founder / Executive Director

Title

7-13-04

Date

Articles of Incorporation of
AFTER THAT, INC.
A Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is AFTER THAT, INC.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

(a). The specific and primary purposes for which this corporation is formed is to provide assistance and support to at-risk young ladies by providing shelter, food & clothing; life skills; transportation; and referral sources of educational opportunities. Further, our aim is to positively impact future generations of women for success.

(b). The general purposes for which this corporation is formed are to operate exclusively for religious, and charitable purposes which will qualify it as an exempt organization under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

a) Address The street address of the principal office of the Corporation in the State of Florida is 3807 14th Street W, Lehigh Acres, FL 33971. The Board of Directors may from time to time move the principal office to any other address in Florida.

b) Resident Agent The name and address of the resident agent of the Corporation upon whom service of process may be served is Helen L. McIntosh, 3807 14th Street W, Lehigh Acres, FL, 33971, until and unless changed as prescribed by law.

Article V

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 3, provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Directors elected, shall serve for a term of 1 year until the next annual meeting following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1:00 P.M., on the second Saturday in July of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Helen L. McIntosh
3807 14th Street W
Lehigh Acres, FL 33971

Corris L. McIntosh, Sr.
3807 14th Street W
Lehigh Acres, FL 33971

Angela McKinney
383 Ottumwa
Fort Myers, FL 33905

Antionette Bates
506 Henry Avenue
Lehigh Acres, FL 33936

Article VI

The name and address of each incorporator are: Helen L. McIntosh, 3807 14th Street W, Lehigh Acres, FL, 33971.

Article VII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers as indicated in Article V.

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article IX

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall never inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

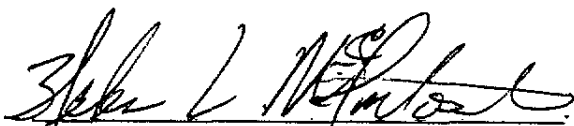
Article X

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of then directors of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation this 12th day of July 2004.

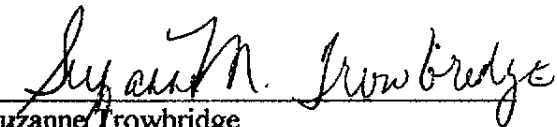


HELEN L. MCINTOSH

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared HELEN L. MCINTOSH, to me personally known to be the person described as incorporator and subscriber who made, subscribed and acknowledged the foregoing Articles of Incorporation, and she acknowledged before me that she had no made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal this 12th day of July, 2004.



Suzanne Trowbridge
Notary Public My Commission Expires:
SUZANNE M. TROWBRIDGE
Notary Public, State of Florida
My comm. exp. Aug. 19, 2005
Comm. No. DD 051215

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 12th day of July 2004.



HELEN L. MCINTOSH