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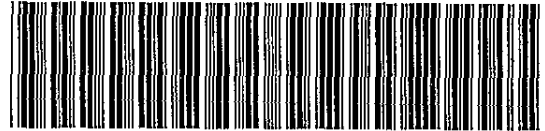
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HOLLAND & KNIGHT LLP

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March 6, 2003

L. JAMES DICKSON
727-824-6117

Internet Address:
jdickson@hklaw.com

VIA UPS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Florida's Children First!, Inc.

Dear Madam or Sir:

Enclosed please find an original Restated Articles of Incorporation for Florida's Children First!, Inc., together with this firm's check in the amount of \$35 for the filing fee.

Your assistance is appreciated.

Very truly yours,
HOLLAND & KNIGHT LLP

By: 

L. James Dickson
Senior Counsel

Enclosure

**RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA'S CHILDREN FIRST!, INC.**

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The Articles of Incorporation of Florida Children's First!, Inc., a Florida corporation not for profit organized under Chapter 617, Florida Statutes, and formed under document number N02000004746, filed on June 21, 2002, having been amended, are restated to read as follows:

Article 1

Name

The name of this corporation is:

FLORIDA'S CHILDREN FIRST!, INC.

Article 2

Corporate Purposes

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in section 501(c)(3) of the Internal Revenue Code. The corporation shall not operate for pecuniary profit, and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of any person having a personal and private interest in the activities of the corporation.

Article 3

Registered Office and Agent

The street address of the registered office of this corporation is 6441 East Colonial Drive, Orlando, Florida 32807. The name of the registered agent of this corporation at that address is Gerard F. Glynn.

Article 4

Principal Office

The principal office of the corporation is:

6441 East Colonial Drive
Orlando, Florida 32807

Article 5
Mailing Address

The mailing address of the corporation is:

6441 East Colonial Drive
Orlando, Florida 32807

Article 6
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals, all of whom shall be elected or appointed in the manner and for the terms provided the Corporation's Bylaws.

Article 7
Incorporator

The name and address of the incorporator is:

L. James Dickson
200 Central Avenue, Suite 1600
St. Petersburg, Florida 33701

Article 8
Disposition of Assets on Dissolution

Unless otherwise prescribed by law, upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities and obligations of the corporation, shall transfer all of the corporation's remaining assets to one (1) or more organizations, as determined by the Board of Directors, that are organized, operated, and qualify as an organization or organizations described in section 501(c)(3) of the Internal Revenue Code, and exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code.

IN WITNESS WHEREOF, these Restated Articles of Amendment have been executed.


HOWARD TALENFELD
President

FLORIDA'S CHILDREN FIRST, INC.

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Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for Florida's Children First!, Inc. at the place designated in the foregoing Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GERARD F. GLYNN
Registered Agent

FLORIDA'S CHILDREN FIRST!, INC.

Statement Accompanying Restated Articles of Incorporation

This Statement is submitted in connection with the filing of Restated Articles of Incorporation (the "Restatement") on behalf of Florida Children's First!, Inc., a Florida corporation not for profit organized under Chapter 617, Florida Statutes, and formed under document number N02000004746, filed on June 21, 2002, and is submitted pursuant to the requirements of section 617.1007, Florida Statutes.

The Restatement does not contain an amendment to the articles of incorporation requiring member approval, and was adopted by the Board of Directors.

IN WITNESS WHEREOF, this Statement has been executed.

Dated: 11/9, 2002


HOWARD TALENFELD
President