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Division of Corporations
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BASIC AMENDMENT

BLOOMING PLACE FOR KIDS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

Amended & Restated
Art.

02/28/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

BLOOMING PLACE FOR KIDS, INC.
1108 COMMODORE STREET
CLEARWATER, FL 33755

SUBJECT: BLOOMING PLACE FOR KIDS, INC
REF: NO2000007543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and retransmit the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

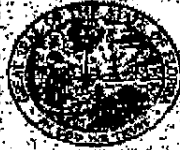
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Darlene Connell
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 26, 2003

BLOOMING PLACE FOR KIDS, INC.
1108 COMMODORE STREET
CLEARWATER, FL 33755

SUBJECT: BLOOMING PLACE FOR KIDS, INC.
REF: NO2000007543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6880.

Karen Gibson
Document Specialist

FAX And #: 803000063757
Letter Number: 003A00012397

✓
DONE

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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2003 FEB 27 PM 1:23
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLOOMING PLACE FOR KIDS, INC.

A NONPROFIT CORPORATION

The undersigned, as a director of BLOOMING PLACE FOR KIDS, INC., a Florida corporation (this "corporation"), formed under the Florida Not For Profit Corporation Act, as amended (the "Act"), whose date of filing of the articles of organization was October 2, 2002, hereby amends and restates the articles of organization and hereby sets forth the following Amended and Restated Articles of Incorporation, duly executed and filed pursuant to the Act. The amendment contained herein was adopted by the Board of Directors on February 25, 2003, and does not contain any amendments requiring Member approval.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is BLOOMING PLACE FOR KIDS, INC. The principal place of business and the mailing address of the corporation is 1108 Commodore Street, Clearwater FL 33755.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

Prepared By:

Peter A. Rivellini, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
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Clearwater, Florida 33758
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(727) 461-1818

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3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE IV
LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation, which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Sections 509(a)(1), 509(a)(2) or 509(a)(3).

ARTICLE V
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "charitable organizations," as described herein, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes.

ARTICLE VI
MEMBERS; DIRECTORS

1. The Corporation shall not have any members.

2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

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3. The persons who shall serve as Directors are as follows:

<u>Name</u>	<u>Address</u>
Mary Janice York Horn	1108 Commodore Street Clearwater, FL 33755
James Clavin Horn	1108 Commodore Street Clearwater, FL 33755
Lauren Jessica Stull	1266 Dinnerbell Lane East Dunedin, FL 34698
Jeanne Norton	17622 Pasture Road Odessa, FL 33556

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII
BYLAWS

The Bylaws of this Corporation shall be adopted at a meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE IX
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE X
INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against

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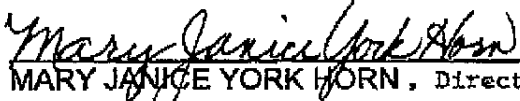
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liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1108 Commodore Street, Clearwater, FL. 33755, and the name of the registered agent of this Corporation at that address is Mary Janice York Horn.

The undersigned has subscribed her name this 25 day of February, 2003.


MARY JANICE YORK HORN, Director

#285820 v1 - BLOOMING/amended and revised articles of Incorporation

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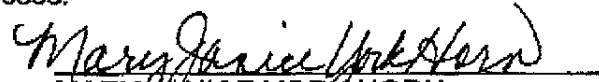
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, BLOOMING PLACE FOR KIDS, INC., desiring to organize under the laws of the State of Florida, hereby designates MARY JANICE YORK HORN, located at 1108 Commodore Street, Clearwater, FL 33755, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MARY JANICE YORK HORN

#286820 v1 - BLOOMING/amended and revised articles of incorporation

Prepared By:

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