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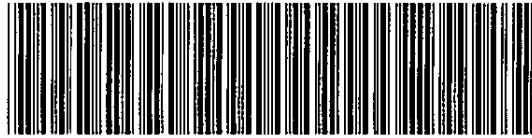
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
C. COULLETTE

OCT 02 2009

EXAMINER

Fantasy Foundation, Corp.

2423 S.W. 147th Avenue
Suite 265
Miami, FL 33185-4082

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

Subject: Fantasy Foundation, Corp.
Document Number: N02000009184

To Whom It May Concern:

The enclosed Articles of Amendment and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vanessa Cainzos
c/o Shawn W. Tolley, C.P.A., P.A.
97665 Overseas Highway
Key Largo, FL 33037

For further information concerning this matter, please call:

Shawn W. Tolley, C.P.A.
(305) 852-9898

Enclosed is a copy of our cover letter acknowledging your receipt of a filing fee check for \$35.00. Please stamp your receipt thereof and return it to us in the enclosed self-addressed stamped envelope.

Sincerely,

Vanessa Cainzos
File: T2-Fantasy Foundation, Corp (Letter – Amendment)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FANTASY FOUNDATION, CORP.
(a Florida Non-Profit Corporation)

FIRST: The Articles of Organization were filed on November 21, 2002, and assigned document number N020000009184.

SECOND: The Amended Articles of Incorporation of Fantasy Foundation, Corp., a Florida Non Profit Corporation, are amended, fully re-stated, incorporated herein by reference, and attached hereto and made a part thereof.

THIRD: This amendment is approved by all of the officers, directors and members of this Florida Non Profit Corporation.

Dated: 7/24, 2009



Vanessa Cainzos,
Director / Executive Director & President / Member



Angel Javier Silva,
Director / Vice-President / Member



Roger Cainzos,
Director / Secretary & Treasurer / Member



Amanda Silva,
Former Director

**AMENDED AND FULLY RE-STATED
ARTICLES OF INCORPORATION**

OF

FANTASY FOUNDATION, CORP.

The undersigned Directors & Members, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Amended and Fully Re-Statement Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

FANTASY FOUNDATION, CORP.

ARTICLE II: PLACE OF BUSINESS

The address of the principal office of this corporation shall be 2423 S.W. 147th Avenue, Suite 265, Miami, FL 33185, and the mailing address of the corporation shall be the same.

ARTICLE III: NATURE OF BUSINESS

- A. This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes - the Nonprofit Public Benefit Corporation Law for charitable, vocational and educational purposes to provide and/or fund non-discriminatory services to underprivileged children, from infant to age eighteen, and the disadvantaged individuals and families associated with such underprivileged children. It is not organized for the private gain of any person.
- B. The purpose for which this organization is formed is exclusively for nonprofit, vocational, educational, charitable purposes, and to provide support programs and services consisting of, but not limited to:

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TALLAHASSEE, FLORIDA

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- (1) Provide and/or fund Before School, Day School and After School education and care for underprivileged children, from infant to age eighteen;
- (2) Provide and/or fund instructional, speech and therapeutic services for underprivileged children, from infant to age eighteen; and
- (3) Provide and/or fund behavioral, occupational and vocational education and therapeutic programs for underprivileged children, from infant to age eighteen, and the disadvantaged individuals and families associated with such underprivileged children.
- C. This corporation is organized and operated exclusively for Educational, Vocational and Charitable purposes within the meanings and purposes described in the nonprofit public benefit laws under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding section of any future Federal tax code), as amended.
- D. This organization's mission is to provide funds and obtain government grants for underprivileged children, from infant to age eighteen, and the disadvantaged individuals and families associated with such underprivileged children to attend Before School, Day School and/or After School school(s) and/or programs for, but shall not limited to: Seminars, Workshops, Outreach Advocacy programs for underprivileged children, from infant to age eighteen, Children's Educational and Recreational Programs, Cultural Arts and Crafts, Teenage Pregnancy Prevention, Parenting, Adult Literacy, Counseling, Job Training, Job Placement, Clothing, Food, Cultural Exchange, Awareness, Intergenerational and other social, economic and other programs and services for the aid of those in need.
- E. This corporation may work and partner with other organizations that qualify as exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding section of any future Federal tax code), as amended.
- F. To acquire, own purchase, lease, dispose of an deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, devises and proceeds thereof in furtherance of the purposes and the missions of this not-for-profit corporation.

- G. 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.
- H. This corporation may also engage or transact any lawful teaching, tutoring or schooling in any part of the world as permitted under the laws of the United States, the State of Florida or any other state, country or nation.
- I. In addition, this corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The corporation is governed by a Board of Directors. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be as defined by statute and by the corporation's By-Laws.

The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior or between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be re-elected at the next annual meeting following the process described in the By-Laws.

ARTICLE V: DIRECTORS / OFFICERS

The Directors are as follows:

Serving As:	Name:	Address:
Director & Executive Director Of The Board	Vanessa Cainzos	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185
Director	Angel Javier Silva	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185

Director	Roger Cainzos	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185
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The Officers are as follows:

Serving As:	Name:	Address:
President & Executive Director	Vanessa Cainzos	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185
Vice-President	Angel Javier Silva	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185
Secretary & Treasurer	Roger Cainzos	2423 S.W. 147 th Avenue Suite 265 Miami, FL 33185

ARTICLE VI: REGISTERED AGENT

The street address of the registered office of the corporation shall be 2423 S.W. 147th Avenue Suite 265, Miami, FL 33185, and the name of the registered agent of the corporation at the address is Vanessa Cainzos.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence as a Nonprofit Mutual Benefit Corporation.

ARTICLE VI: ASSETS OF THE CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on

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.

ARTICLE VII: DISSOLUTION OF CORPORATON

Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for payments of all liabilities of the corporation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future United States Federal tax code, or shall be distributed to the United States Federal government, or to a state or local government, or an organization qualified under United States Internal Revenue Code Section 501(c)(3), for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX: CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE X: QUALIFICATIONS FOR MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the corporation.

ARTICLE XI: VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By-Laws of the corporation.

ARTICLE XII: INDEMNIFICATION

The corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a part to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorneys fees and expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporation's request while director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not-for-profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent to the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to the indemnification or advance of attorneys fees and expenses to any personal who is or was director, officer, employee or agent of the corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not otherwise affected. All references in these Articles Of Incorporation to "director", "officer",

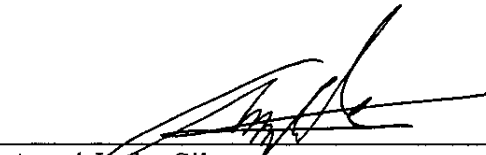
"employee" and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, have hereunto set their hands and seals on this Amended and Re-stated Articles and Incorporation.



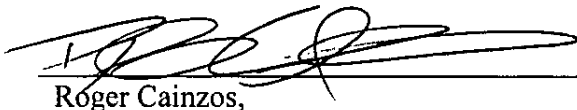
Vanessa Cainzos,
Director / Executive Director & President / Member

Dated: 7/24, 2009



Angel Javier Silva,
Director / Vice-President / Member

Dated: 7/23, 2009



Roger Cainzos,
Director / Secretary & Treasurer / Member

Dated: 7/24, 2009

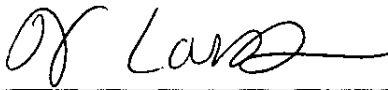


Amanda Silva,
Former Director

Dated: 7/24, 2009

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Vanessa Cainzos, Registered Agent



Date

File: T2- Fantasy Foundation, Corp (Art Inc – No-Profit Amended)