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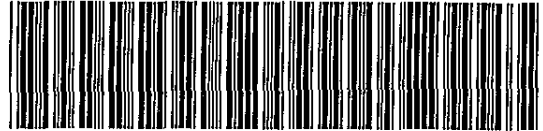
(Business Entity Name)

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TALLAHASSEE FLORIDA

EDWIN L. FORD, P.A.
ATTORNEY AT LAW
CERTIFIED MEDIATOR

THE ELLIS BUILDING
1605 MAIN STREET, SUITE 612
SARASOTA, FLORIDA 34236

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FEIN 65-0673294

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April 2, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Greater Sarasota's Great Kids!, Inc.

Gentlemen:

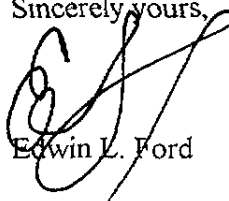
Enclosed for filing are the Articles of Incorporation for Greater Sarasota's Great Kids!, Inc.

Also enclosed is my check in the amount of \$78.75 to cover the following:

1.	Filing fee	\$ 35.00
2.	Certified copy of Articles	8.75
3.	Registered Agent Designation	<u>35.00</u>
		\$ 78.75

Please file the original Articles and forward a certified copy of the Articles to me at 1605 Main Street, Suite 612, Sarasota, Florida 34236.

Sincerely yours,



Edwin L. Ford

Enclosures

c:\elf\great kids\greater sarasota's great kids\department of state letter 4-2-03

**ARTICLES OF INCORPORATION
OF
GREATER SARASOTA'S GREAT KIDS!, INC.
(A Florida Not for Profit Corporation)**

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TALLAHASSEE FLORIDA

ARTICLE I: NAME AND ADDRESS

The name of this corporation is **GREATER SARASOTA'S GREAT KIDS!, INC.** and its street and mailing address is 2329 North Tamiami Trail, Sarasota, Florida 34234.

ARTICLE II: PURPOSES

This is a Not for Profit Corporation organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 solely for general charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. Subject to such express limitations, the Corporation's general activities shall be child care and family enrichment programs.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III: EXISTENCE

This Corporation's existence shall begin when the articles of incorporation are filed with the Florida Department of State and shall have perpetual existence.

ARTICLE IV: MEMBERSHIP CERTIFICATES

This shall be a non-stock corporation; however, the By-Laws of the corporation may provide for issuance of a certificate of membership to members in good standing, which certificates shall otherwise be in the form prescribed by Chapter 617, Florida Statutes.

ARTICLE V: QUALIFICATIONS FOR MEMBERSHIP

Persons qualified for membership in this Corporation shall be any person who applies for membership to and is approved by the Board of Directors. Any additional qualification or requirement for membership and the manner of admission of members shall be as regulated by the By-Laws of the Corporation. Additional classes of membership, including, but not limited to, honorary members, may be established by the By-Laws of the Corporation.

ARTICLE VI: INCORPORATOR

The name and address of the subscriber to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas B. MacCabe	284 Sugarmill, Drive Osprey, Florida 34229

ARTICLE VII: REGISTERED AGENT

The initial registered office of this Corporation is 1605 Main Street, Suite 612, and the initial registered agent of the Corporation is Edwin L. Ford, P.A.

Sarasota, F
34236

ARTICLE VIII: BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be five (5) provided, however, that such number may be changed by a By-Law duly adopted or amended as hereinafter set forth, but never less than three (3). Directors shall be elected each year by the members at the annual meeting of members, which shall be held at Sarasota, Florida in the month of February at Sarasota, Florida or such other time and place as may be established by the By-Laws. Prior to such meeting, any vacancies in the Board of Directors shall be filled by the remaining Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the force and effect as if taken by the unanimous vote of the Directors. Any certificate or other documents filed under the provisions of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting and, that the Articles of Incorporation and By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority. The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Thomas B. MacCabe	284 Sugarmill Drive Osprey, Florida 34229
Luther Wilkins	P.O. Box 3243 Sarasota, Florida 34230
Howard Hanson	5368 Myrtlewood Court Sarasota, Florida 34235

ARTICLE IX: OFFICERS

The Corporation shall be managed by the President, Vice President, Treasurer and Secretary, and such other officers as the By-Laws of the Corporation may authorize. Said officers

shall be elected by the Board of Directors immediately following the annual meeting of the members.

The following persons shall serve as the initial officers of the Corporation:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Thomas B. MacCabe	284 Sugarmill Drive Osprey, Florida 34229
Vice President	Luther Givens	P.O. Box 3243 Sarasota, Florida 34230
Secretary	Luther Givens	P.O. Box 3243 Sarasota, Florida 34230
Treasurer	Howard Hanson	5368 Myrtlewood Court Sarasota, Florida 34235

ARTICLE X: BY-LAWS

The By-Laws of this Corporation shall be made and adopted by the initial Board of Directors at its organizational meeting and shall be effective when adopted. The By-Laws may thereafter be amended in any of the following ways:

- a. By vote of a majority of the members of the Board of Directors at any regular or special meeting.
- b. By two-thirds vote at any general or special meeting of the members of the Corporation, provided notice shall have been given in writing thirty days prior to the call of the meeting of the proposed amendments.
- c. Without previous written notice, the By-Laws may be amended at any general or special meeting of the members by unanimous vote.

ARTICLE XI: PROPERTY

The property of this Corporation is irrevocably dedicated to charitable, religious, and

educational purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer or Member thereof or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions for its specific purposes hereinabove set forth. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE XII: DISTRIBUTION UPON DISSOLUTION

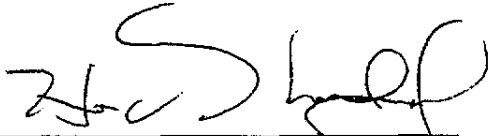
In the event of the dissolution of this Corporation the Board of Directors (acting as a Board of Trustees) shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Sarasota County, Florida, 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 XIII: AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by Chapter 617, Florida Statutes, (or the corresponding provision of any future Florida Corporation Not-For-Profit Statute).

THE UNDERSIGNED, being the sole Incorporator, for the purpose of forming this Not For Profit Corporation under the laws of the State of Florida have executed these Articles of



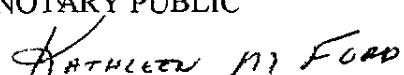
Incorporation this 26th day of March, 2003.


Thomas B. MacCabe, Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th day of March, 2003 by Thomas B. MacCabe who is personally known to me ~~or who produced~~ _____
_____ for identification.

 Kathleen M. Ford
Commission # GC 904673
Expires Jan. 24, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC

KATHLEEN M. FORD
Print Name of Notary

My Commission Expires: 1/24/04

c:\elf\greater sarasota's great kids\articles of incorporation

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation listed below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GREATER SARASOTA'S GREAT KIDS!, INC.
2. The name and address of the registered agent and office is: EDWIN L. FORD, P.A.
1605 MAIN STREET, SUITE 612, SARASOTA, FLORIDA 34236

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.

EDWIN L. FORD, P.A.

By: 

Edwin L. Ford, President

Dated this 26th day of March, 2003

c:\elf\greater sarasota's great kids\acceptance of registered agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA