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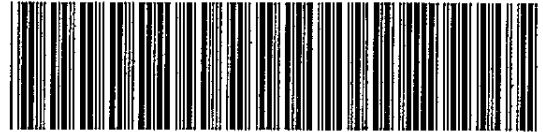
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FILED

04 MAY 28 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN JUN - 1 2004

Terrance A. Jones
Renae J. Kenny

MAILING ADDRESS
Post Office Box 401
Orange Park, FL 32067-0401

Law Offices of
Terrance A. Jones

Phone (904) 272-4400
Fax (904) 272-7848

tjonespa@bellsouth.net
renaejk@yahoo.net

OFFICE ADDRESS
3509 Highway 17
Orange Park, FL 32003

May 11, 2004

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

RE: PROJECT CHANCE, INC., a Florida corporation Not for Profit

Dear Sir:

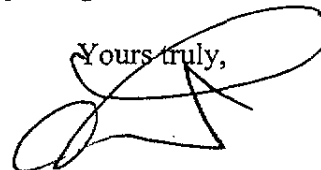
I enclose for filing with your office the Amended Articles of Incorporation for the above Florida corporation which have been amended to the requirements of the Internal Revenue Service for non-profit organizations. Also enclosed is a copy of the Articles for your use in returning to this office a certified copy of same.

My check for \$43.75 is enclosed to cover the cost of this filing:

Amendment Fee	\$35.00
Certified Copy	8.75

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,



Terrance A. Jones

TAJ/bm
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 19, 2004

TERRANCE A. JONES
LAW OFFICES OF TERRANCE A. JONES
P.O. BOX 401
ORANGE PARK, FL 32067-0401

SUBJECT: PROJECT CHANCE, INC.
Ref. Number: N03000007856

We have received your document for PROJECT CHANCE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 804A00034928

Terrance A. Jones
Renae J. Kenny

MAILING ADDRESS
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Orange Park, FL 32067-0401

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OFFICE ADDRESS
3509 Highway 17
Orange Park, FL 32003

May 26, 2004

Secretary of State
Division of Corporations
Attention: Teresa Brown
Document Specialist
P. O. Box 6327
Tallahassee, FL 32314

RE: PROJECT CHANCE, INC., a Florida corporation

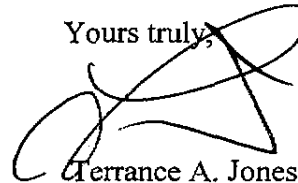
Dear Sir:

I, response to your letter of May 19, 2004, a copy of which I enclose, I forward herein Amended and Restated Articles of Incorporation as well as statement by the Chairman of the Board of Directors under (1) of the letter.

It is hoped that this is satisfactory to your requirements. Your prompt attention to this matter would be most appreciated so that Ms. Szwedzinski can complete her work with the Internal Revenue Service.

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,



Terrance A. Jones

TAJ/bm
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROJECT CHANCE, INC.
(A non-profit corporation)

FILED
04 MAY 28 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Amended Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is PROJECT CHANCE, INC., (hereinafter referred to as the "Corporation").

ARTICLE II. PURPOSE

The purpose is: to train dogs for the disabled and to educate the public about uses and acceptance and access of service dogs. In the event of the dissolution of the corporation, all of its property, whether real, personal or mixed or wheresoever situated, shall vest immediately to the Board of County Commissioners, Clay County, Florida. None of the property or the income of the Corporation shall inure to the benefit of any officer, director or member of the Corporation.

a. Said organization is organized exclusively for charitable, religious, educational and scientific purposes, 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, or corresponding section of any future federal tax code.

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organizations shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas or any other appropriate Court of the county in which the principal office of the organization 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 III. BOARD OF DIRECTORS AND MEMBERSHIP

There shall be two classes of members of the Corporation:

(1) Board of Directors. There shall be no more than three members of the Board of Directors and the number shall be determined from time to time by the Board of Directors. Members of the Board of Directors shall be persons with a paramount interest in and be dedicated to the objectives of the Corporation. They shall be selected from diversified occupations and geographical locations in which the Corporation operates. Members of the Board of Directors shall have full voting rights at all meetings of the Corporation but such members shall not be required to pay dues. All Directors shall be appointed pursuant to the By-Laws of the Corporation pursuant to Article III.

(2) Members: Individuals shall become sustaining members who are interested in the objectives of the Corporation, and who have expressed their willingness to actively sponsor the work of the Corporation.

ARTICLE IV. TERM OF EXISTENCE.

The Term of existence of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS.

The names and residences of each subscriber of these Articles of Incorporation are as follows:

NAME	ADDRESS
B. J. Szwedzinski	1662 Arbor Lane Fernandina Beach, FL 32034

ARTICLE VI. OFFICERS.

The Corporation shall have the following officers who shall be elected by the Board of Directors:

Chairman B. J. Szwedzinski
Vice Chairman Rene Burdulis
Secretary B. J. Szwedzinski

The Chairman and Vice Chairman must be members of the Board of Directors.

The qualifications, manner and time of selection, duties and responsibilities of said officers shall be published in the Bylaws. The officers listed herein shall manage the affairs of the Corporation and shall be elected by the Board of Directors.

ARTICLE VII. DIRECTORS.

The names and addresses of the members of the Board of Directors who shall manage the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are as follows:

NAME	ADDRESS	
B. J. Szwedzinski	1662 Arbor Lane Fernandina Beach, FL 32034	Chairman
Rene Burdulis	1662 Arbor Lane Fernandina Beach, FL 32034	
Erika Perez	1662 Arbor Lane Fernandina Beach, FL 32034	
Ann Kutudis-Keyen	1662 Arbor Lane Fernandina Beach, FL 32034	

ARTICLE VIII. BY LAWS.

Recommendations to adopt, alter, amend or rescind By-Laws of the Corporation shall be approved by the majority of the Board of Directors of the Corporation.

ARTICLES IX. AMENDMENTS OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended by majority vote of the Board of Directors of the Corporation.

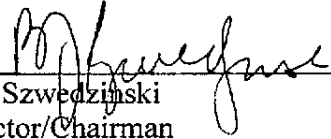
ARTICLE X. PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the corporation's principal office shall be 1662 Arbor Lane, Fernandina Beach, FL 32034 and the name of its registered agent and registered office address shall be B. J. Szwedzinski, 1662 Arbor Lane, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENT OF ARTICLES

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 in the manner set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, We have set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 25th day of May, 2004.

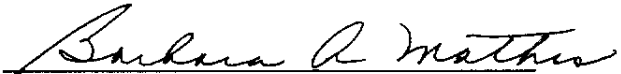


B. J. Szwedzinski
Director/Chairman

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, the undersigned authority, personally appeared, B. J. Szwedzinski, as Director and Chairman of the within corporation, who has been duly authorized by the directors and officers thereof to amend the Articles of Incorporation as aforesaid, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of May, 2004, at Orange Park, Clay County, Florida.



Notary Public, State of Florida
My Commission Expires:

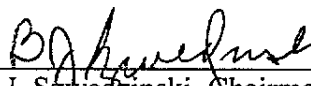


Barbara A. Mathis
MY COMMISSION # DD015258 EXPIRES
April 4, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

May 25, 2004

TO WHOM IT MAY CONCERN:

The within Amended And Restated Articles of Incorporation of Project Chance, Inc., was adopted by the board of directors and does not contain any amendment requiring ~~members~~ approval but is amended solely to satisfy the requirements of the Internal Revenue Service.


B. J. Szwedzinski, Chairman of
Board of Directors