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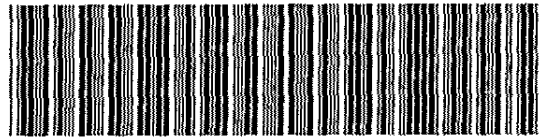
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUL 14 PM 2:50

DB 7/16

SARAH L. CORBETT, ACCOUNTANT
P.O. BOX 16
BRANDON, FLORIDA 33509
(813) 727-2012

July 10, 2004

Secretary of State of Florida
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

Dear Sir:

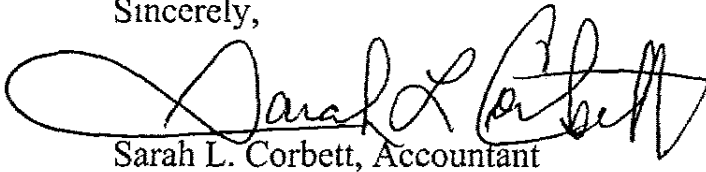
Please find enclosed the Articles of Incorporation for CARE SOCIETY, INC. and a check in the amount of \$78.75.

Please forward the corporation papers to:

8743 Morrison Oaks Court
Temple Terrace, FL 33637

If there are any questions please do not hesitate to contact me at the above address and number.

Sincerely,

A handwritten signature in black ink, appearing to read 'Sarah L. Corbett', with a large, stylized loop at the beginning and a sharp, angular end.

Sarah L. Corbett, Accountant

**ARTICLES OF INCORPORATION
OF
CARE SOCIETY INC.**

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We, the undersigned subscribers, do hereby form this corporation under the provisions of the Not-For-Profit corporation statutes of the state of Florida.

ARTICLE I

CORPORATE NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be:

CARE SOCIETY, INC.

The address of the corporation shall be:

8743 MORRISON OAKS COURT, TEMPLE TERRACE, FL 33637

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLES III

CORPORATE PURPOSE:POWERS

1. The purpose for which this Corporation is organized are exclusively for charitable, educational, and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Revised Code of 1998, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

The corporation shall without limiting the generality of foregoing, the purpose and activities of the Corporation is as follows:

- A) This corporation is established to provide a community neighborhood service program to support and improve the lives of children and families by providing an array of integrative services. It will work to strengthen the family system and maintain both children and adults in transition and encourage and advance self determination and self sufficiency by providing education, recreation, skill building training, housing assistance, respite care and daycare to the public.**
 - B) Provide a safe and humane community-based program for the care and protection of individuals who are, have been, or may be subject to compulsory care, supervision, treatment and/or incarceration in public or private institutions.**
 - C) Provide therapeutic assessments which will include but is not limited to, behavioral and developmental, individual and family counseling, play therapy, psycho-educational and psychotherapeutic groups, bio-psychosocial assessment, and health and wellness counseling.**
 - D) Provide for the planning, development and implementation of community-based human services to include, but not limited to, specialized education, respite care, residential and non-residential care, recreation, training and advocacy.**
 - E) Provide protection to children from abuse and cruelty, or the placing of children not otherwise provided for in families or other alternative placement.**
 - F) Provide and promote safety, education, housing and training to children and families who are, have been, or may be subject to disruption and/or transitional issues.**
 - G) Cooperate and/or collaborate with and assist in any program of the government of the United States of America, the government of the state of Florida or any local government, or of any private cooperation, association or organization, or person, in the planning, development, implementation and evaluation of community-based alternative programs to institutional programs.**
 - H) In furtherance of the foregoing, request, receive, hold and utilize funds, appropriations for grants made available for such purposes by the government of the United States of America, the government of the State of Florida or any local government and to request receive, and hold and utilize contributions, gifts or grants made available for such purposes by any private individual, organization, corporation or foundation.**
 - I) Do all things necessary, suitable, proper, convenient and incidental to the foresaid purposes or which may be done by a non-profit corporation organized for such purposes under the laws of the State of Florida**
- 2. As a means of accomplishing the above purposes and the methods, the Corporation shall have the following powers:**

- A) To accept, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree. Or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- B) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
- C) To borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- D) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions are not in conflict with the provisions of 501 c (3) of the Internal Revenue Code of 1986 and applicable regulations hereunder, as they now exist or as they may be amended.

3. Notwithstanding any provision of these Articles to the contrary, in the conduct of the affairs, of the corporation:

A) The Corporation shall neither have nor exercise any power, nor shall it engage directly in any activity, that would invalidate its status:

- (1) as a corporation which is exempt from federal income taxation an organization described in Section 501 c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or
- (2) as a corporation contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B) The property of the Corporation is irrevocably dedicated to charitable, educational and literary purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make

payments and distributions in furtherance of the purposes set forth in this article.

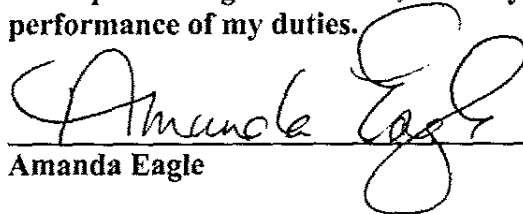
- C) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- D) The Corporation shall not:
- (1) operate for the purpose of carrying on a trade or business for profit, except for minor fund raising activities;
 - (2) Accumulate income, invest income, or divert income, in a manner endangering its exempt status, except for prudentially defined treasury management activities; or
 - (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.
- E) The Corporation's operations are to be conducted principally in the United States of America, although the Corporation also may conduct operations in other foreign countries, subject, however, to the laws of Florida.

ARTICLES IV

REGISTERED OFFICE AND AGENT

The corporation has named Amanda Eagle as its registered agent. The registered office of the corporation and registered agent's office is 8743 Morrison Oaks Court, Temple Terrace, FL 33637. Amanda Eagle, as the corporation's registered agent, will accept services of process within the state of Florida and a director of the Corporation.

Having been named to accept services of process for the above named corporation, at the place designated above, I hereby agree to act in this capacity in complete performance of my duties.


Amanda Eagle

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DIVISION OF CORPORATIONS
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ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under to direction of a Board of Directors which shall have three (4) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, as provided by the Corporation's Bylaws, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VI

DIRECTORS AND/OR OFFICERS

The Corporation's first Board of Directors shall be comprised of the following natural persons' name, address, and specific title(s) of each of the members are as follows:

<u>Name</u>	Title	Street Address
Marie Mason	President	8743 Morrison Oaks Court Temple Terrace, FL 33637
Amanda Eagle	Vice President	8743 Morrison Oaks Court Temple Terrace, FL 33637
Trevor Nelson	Secretary	2727 W Fletcher Ave #53-I Tampa, FL 33618
Amy Corbett	Treasury	5102 Joe King Road Plant City, FL 33567

ARTICLES VII

CORPORATE NATURE

This corporation is organized under a non-stock basis.

ARTICLES VIII

MEMBERS

This Corporation, as a non-member corporation, does not have members. All voting rights reside in the Board of Directors.

ARTICLES VIII

DISSOLUTION

In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under section 501(c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of Directors of the Corporation shall determine. However this action is only to occurred after payment or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation for one or more exempt purposes under section 501(c) (3) of the Internal Revenue Code, or the 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 of the property or assets not so disposed of, for whatever reason, shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively to such charitable organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLES IX

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by two thirds (2/3) of a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLES X

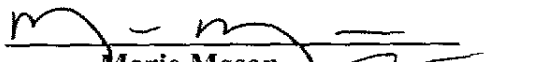
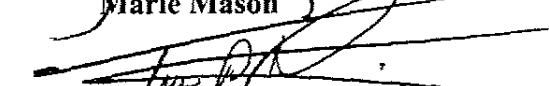
INCORPORATORS


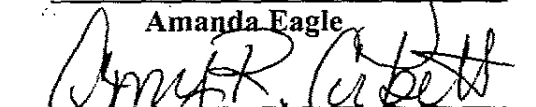
The name and address of each of the Incorporators is as follows:

<u>Name</u>	<u>Street Address</u>
Marie Mason	8743 Morrison Oaks Court Temple Terrace, FL 33637
Amanda Eagle	8743 Morrison Oaks Court Temple Terrace, FL 33637
Trevor Nelson	2727 W Fletcher Ave #53-I Tampa, FL 33618
Amy Corbett	5102 Joe King Road Plant City, FL 33567

The undersigned Incorporators of the Corporation hereby declares, under the penalties of false statement, that the statements made foregoing Articles of Incorporation are true.

Dated this 10th day July 2004.

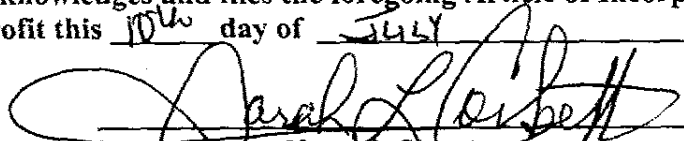

Marie Mason

Trevor Nelson


Amanda Eagle

Amy Corbett

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

IN WITNESS WHEREOF, Marie Mason, Amanda Eagle, Trevor Nelson, and Amy Corbett after presenting proper identification (Florida drivers license) subscribers to the Articles of Incorporation of Care Society Inc., have set their hands and seals and acknowledges and files the foregoing Article of Incorporation under the not-for-profit this 10th day of July, 2004.


Notary's Signature

SEAL



Sarah L. Corbett
My Commission DD141412
Expires August 12, 2006