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(Business Entity Name)

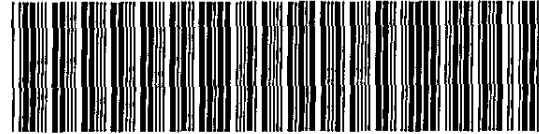
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

After Care Educators, Inc

Signature _____

Requested by: _____

Name _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 31, 2004

CAPITAL CONNECTION, INC.

SUBJECT: AFTER CARE EDUCATORS, INC.
Ref. Number: W04000033010

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for AFTER CARE EDUCATORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of 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) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 904A00052902

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
SEP - 1 AM 9:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
AFTER CARE EDUCATORS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
04 AUG 31 PM 3: 28
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name and Principal Office

The name of this Corporation is AFTER CARE EDUCATORS, INC. The principal office and mailing address of the Corporation shall be 3911 N.E. 26th Avenue, Lighthouse Point, Florida 33064.

ARTICLE TWO

Statement of Corporate Nature

This Corporation is a Not-for-Profit Corporation and is not organized for the private gain of any person. It is organized under the Not-for-Profit Corporation Law for charitable purposes.

ARTICLE THREE

Purpose

The purposes for which this Corporation is formed are confined to such purposes as would qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that section.

This Corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of Florida. However, this Corporation is not empowered to engage in any activity which is not in itself in furtherance of its purposes as a corporation exempt under Section 501(c)(3), as set forth in the preceding paragraph of this Article, or as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, nor is it empowered to engage in any activities described in the succeeding paragraphs of this Article.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. Nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties, or assets of this Corporation shall inure to the benefit of any private person or individual, or any officer, or trustee of this Corporation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this Corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the Board of Directors shall determine, and as shall at that time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws and has also qualified as a tax-exempt organization under Section 23701(d) of the Revenue and Taxation Code, or corresponding provisions of any subsequent Florida law.

ARTICLE FOUR

Tax Provisions

All references to "Code" shall mean the Internal Revenue Code of 1986 as amended from time to time.

The Corporation shall distribute such amounts at such times and in such a manner as to not become subject to the tax under Section 4942 of the Code.

The Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4942 of the Code).

The Corporation is prohibited from retaining any excess business holdings (as defined in Section 4943(c) of the Code).

The Corporation is prohibited from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE

Dedication of Property

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

If this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, upon petition therefore by the Attorney General of the State of Florida or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE SIX

Perpetual Existence

The Corporation shall have perpetual existence, commencing on the date of filing of these articles.

ARTICLE SEVEN

Board of Directors

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) and no more than four (4) directors and shall be elected as provided in the By-Laws.

The officers of this corporation shall be a President and Secretary, and such other officers as may be set forth in the By-Laws.

ARTICLE EIGHT

Members of the Board of Directors

The name and address for the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, is as follows:

Laura Collins	3911 N.E. 26th Avenue Lighthouse Point, FL 33064
Michael Yonover	3911 N.E. 26th Avenue Lighthouse Point, FL 33064
Christopher Collins	3911 N.E. 26th Avenue Lighthouse Point, FL 33064
Marissa Yonover	3911 N.E. 26th Avenue Lighthouse Point, FL 33064

ARTICLE NINE

Officers

The following shall hold office named until his/her successor shall be regularly elected and qualified:

President / Chief Executive Officer	Laura Collins 3911 N.E. 26th Avenue Lighthouse Point, FL 33064
Vice-President / Secretary / Executive Director	Michael Yonover 3911 N.E. 26th Avenue Lighthouse Point, FL 33064
Assistant Secretary / Treasurer / Chief Financial Officer	Christopher Collins 3911 N.E. 26th Avenue Lighthouse Point, FL 33064

ARTICLE TEN

Incorporator

The name and address of the incorporator is:

Laura Collins	3911 N.E. 26th Avenue Lighthouse Point, FL 33064
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ARTICLE ELEVEN

Registered Agent and Registered Office

The corporation hereby designates ^{M. Jones} Kenneth 3911 N.E. 26th Avenue, Lighthouse Point, Florida 33064, as Registered Agent for service of process. The street address of the Corporation's initial registered office shall be 3911 N.E. 26th Avenue, Lighthouse Point, Florida 33064.

Said registered agent having been named to accept service of process for the corporations agrees to act in this capacity and agrees to comply with the provisions of Florida Statute 48.901 relative thereto.


KENNETH M. JONES

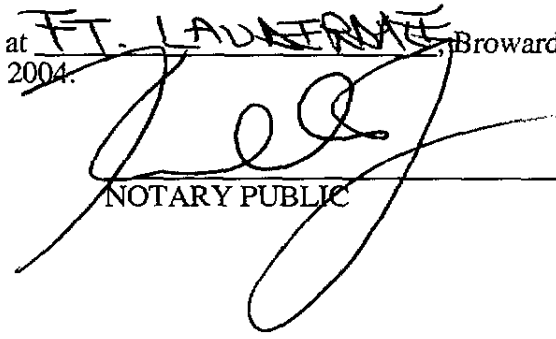
I, THE UNDERSIGNED, being the incorporator of the corporation hereinbefore named, for the purpose of forming a Florida not-for-profit corporation, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30 day of AUGUST, 2004.


LAURA COLLINS

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared LAURA COLLINS, who is to me well known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she signed the same freely and voluntarily and for the purposes herein stated, and she (is personally known to me) or (produced _____ as identification) and that an oath was not taken.

WITNESS my hand and official seal at FT. LAUDERDALE, Broward County, Florida, this 30 day of AUGUST, 2004.


NOTARY PUBLIC

My Commission Expires:

