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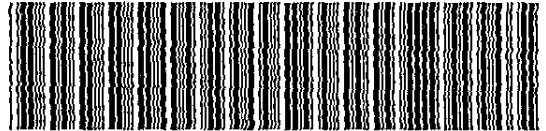
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Law Offices of
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Coral Springs, Florida 33071

OF COUNSEL
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Freeport, New York 11520
*NEW YORK BAR ONLY

December 1, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

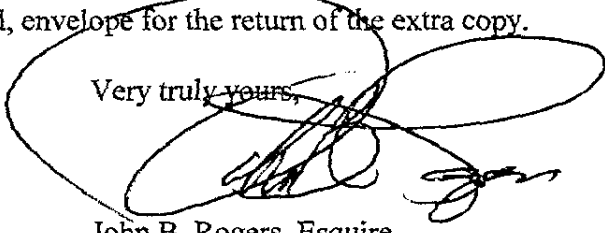
Re: **AMENDED ARTICLES OF INCORPORATION - VANDA VILLAGE OUTREACH, INC.**

Dear Madam/Sir:

Enclosed is an original and one copy of the Amended Articles of Incorporation for the above-named non-profit corporation.

Also enclosed is my check in the amount of \$35.00 to cover the fee for amending the Articles and a self-addressed, stamped, envelope for the return of the extra copy.

Very truly yours,



John B. Rogers, Esquire
JBR/nht
Enclosures

Amended Articles of Incorporation
of
Vanda Village Outreach, Inc.
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a non-stock perpetual existing corporation, Not-for-Profit, pursuant to Chapter 617, Florida Statutes as amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

VANDA VILLAGE OUTREACH, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13711 NW 13th Street, Pembroke Pines, Florida 33028

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is:

- i. The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- ii. Without in any way limiting the foregoing general purpose, the specific purpose of this Corporation is to provide school supplies and related education materials for those in need.

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ARTICLE IV- MANNER OF ELECTION

The manner in which the Directors are elected or appointed will be governed as stated in the By-Laws (Fl. Stat. Section 617.020 (1) (d)).

ARTICLE V- BOARD OF DIRECTORS

- i. The number of Directors may be increased or diminished from time to time by By-Laws, but shall never be less than three (3). This Corporation shall have three (3) Directors initially.
- ii. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred herein as Directors.
- iii. The power to adopt, alter, amend or repeal by-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the by-laws.
- iv. The Corporation shall not have or issue shares of stock .
- v. The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting member, which shall include persons constituting the Board of Directors and such additional persons as they may elect by majority vote from time to time.

The names and post office addresses of the members of the first Board of Directors are:

Wanda Cutter
13711 NW 13th Street
Pembroke Pines, FL 33028

Phyllis Seales
10400 NW 6th Street
Coral Springs, FL 33071

Joanna Sadler
5588 NW 103 Lane
Parkland, FL 33367

ARTICLE VI- INITIAL REGISTERED AGENT AND STREET ADDRESS

The corporation has designated the following as the registered Agent for the corporation,
pursuant to Florida Statutes, to wit:

John B. Rogers, Esquire
1881 University Drive, Suite 100
Coral Springs, Florida 33071

ARTICLE VII- INCORPORATOR

The name and post office address of the subscriber(incorporator) hereto is:

Wanda Cutter
13711 NW 13th Street
Pembroke Pines, FL 33028

ARTICLE VIII- TERMS OF EXISTENCE

The duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE IX- POWERS

Except as limited by these Articles of Incorporation or its by-law, the Corporation shall have and exercise all its rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on nonprofit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE X- DISSOLUTION

Upon dissolution of the Corporation, the Directors of the Corporation shall, or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for

charitable, educational, religious or scientific purposes which at time of disposition, qualify as an exempt organization or organizations under Section 501 (c) (3) and 170 (c)(2) of the Code or to the government of the United States, the state of Florida, or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized exclusively for the aforementioned purposes.

ARTICLE XI - LIMITATIONS ON ACTIVITIES

i. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other private individual, but 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 I (purposes) hereof and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation; provided however, that the Corporation may confer benefits in the form distributions, in dissolution or otherwise in the manner set forth in Article IX hereof.

ii. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

iii. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an

organization contributions to which are deductible by the donor under Section 070(c)(2) of the Code.

iv. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

ARTICLE XII- AMENDMENT


These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those articles, however, pertaining to the dissolution of the corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from Taxation under Section 501 (c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the corporation's assets.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 30 day of November, 2005.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



JOHN B. ROGERS, ESQUIRE,
Registered Agent




WANDA CUTTER,
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared **WANDA CUTTER**, who, after being duly sworn by me on oath, acknowledged that she executed the foregoing Articles of Incorporation for the purposes expressed therein, and she acknowledged that she is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 30 day of NOVEMBER

2005.

NOTARY PUBLIC-STATE OF FLORIDA
 John B. Rogers
Commission #DD413572
Expires: MAY 15, 2009
Bonded Thru Atlantic Bonding Co., Inc.


NOTARY PUBLIC

MY COMMISSION EXPIRES: