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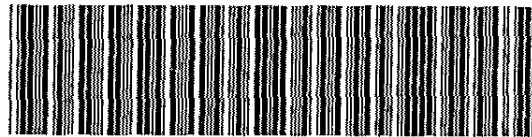
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J. Shivers JUN 16 2005

BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1938-1992)

June 13, 2005

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Uncle Bob's Children's Home, Inc.
A Florida Not-For-Profit Corporation

Gentlemen:

Please find enclosed Articles of Incorporation for the above proposed non-profit corporation and the Registered Agent's Certificate, together with my firm check in the amount of \$78.75 representing the filing fee of \$35.00, \$35.00 for the Registered Agent Certificate and \$8.75 for a certified copy of the Articles.

I would appreciate your processing these Articles through your department and favoring me with a certified copy at your earliest convenience. Should you have any questions or comments regarding the enclosures, please feel free to call me collect at the number above.

I very much appreciate your cooperation in this regard.

Very truly yours,



Rowlett W. Bryant

RWB/cav
encls.

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ARTICLES OF INCORPORATION
OF
UNCLE BOB'S CHILDREN'S HOME, INC.
A Florida Not-For-Profit Corporation

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SECTION OF INCORPORATION
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THE UNDERSIGNED SUBSCRIBER, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the corporation is **UNCLE BOB'S CHILDREN'S HOME, INC.**, and the initial principal address of the corporation is 6105 Hilltop Avenue, Panama City Beach, Florida 32408.

ARTICLE II

The period of duration is perpetual unless the corporation is dissolved according to law.

ARTICLE III

The purpose of the corporation, a not-for-profit organization, is to provide homes for foster children who have become wards of the State of Florida, to provide for their day-to-day supervision, health, education and general physical and social welfare and upbringing.

This corporation is organized for the foregoing purposes and no earnings shall inure to the benefit of any private individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the

Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 34944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

The address, including street and number, of the initial registered office of this Corporation is 6105 Hilltop Avenue, Panama City Beach, Florida 32408, and the name of its initial Registered Agent at such address is Makesha Floyd.

ARTICLE VII

The Corporation shall have one class of Directors.

The number of Directors shall not be less than one and no more than five. The Directors shall be elected or appointed as provided for in the Corporation's By-Laws.

ARTICLE VIII

This Corporation shall have no stock and is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Chairman of the Corporation's Board of Directors, who shall be responsible for the day-to-day operation of the Corporation. Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organization must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for

exclusive public purposes.

ARTICLE X

The names and addresses, including street and number, of the incorporators are:

Makesha Floyd

6105 Hilltop Ave.
Panama City Beach, Fl 32408

DATED this 13th day of June, 2005.

INCORPORATOR:

Makesha Floyd

Makesha Floyd

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of June 2005, by Makesha Floyd, who is personally known to me or who produced Florida DL as identification.



Betty S. Grammer
NOTARY PUBLIC
State of Florida at Large