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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Florida You Can Inc.

DOCUMENT NUMBER: ND5000009993

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Lonnie Wooten
(Name of Contact Person)

South Florida You Can Inc.
(Firm/ Company)

10780 SW 216th Street
(Address)

Miami, Florida 33170
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lonnie Wooten at (305) 234-3864
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2006

MR. LONNIE WOOTEN
SOUTH FLORIDA YOU CAN INC.
10780 SW 216TH ST.
MIAMI, FL 33170

SUBJECT: SOUTH FLORIDA YOU CAN INC.
Ref. Number: N05000009993

We have received your document for SOUTH FLORIDA YOU CAN INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of 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) 245-6878.

Alan Crum
Document Specialist

Letter Number: 806A00013550

Amended and Restated Articles of Incorporation for South Florida You Can inc.

These amendments were adopted on February 13th, 2006 by the board of directors of South Florida You Can inc. Member approval was not required only the board of directors can amend these articles as stated in our bylaws.

We, the undersigned, acting as the incorporators of a corporation under the provision of the State of Florida hereby sign and verify the following Articles of incorporation.

The name of the corporation shall be:

SOUTH FLORIDA YOU CAN inc. (hereinafter referred to as the "Corporation")

To be located at: 10780 SW 216th Street, Miami, Florida, 33170.

This Corporation shall have perpetual existence

South Florida You Can is a corporation organized exclusively for educational and community research purposes within the meaning of section 501(c)(3) of the Internal Revenue Code 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 the corresponding section of any future United States Internal Revenue law.

No part of the net earnings of South Florida You Can shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that South Florida You Can shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of South Florida You Can shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and South Florida You Can shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign or behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, South Florida You Can shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the winding up and dissolution of South Florida You Can, after paying or adequately providing for the debts and obligations of South Florida You Can, the remaining assets shall be distributed to a local organization whose public purpose conforms to the intent of South Florida You Can's mission statement. However, if

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there is no such organization, then the assets shall be distributed to an organization which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors of South Florida You Can.

South Florida You Can purports to address pressing issues within Metro Dade County's (MDC) black community concerning Mental and Physical Health (including HIV/AIDS), as well as, Community Welfare including issues concerning bilingualism (English/Spanish) through MDC's black churches. We intend to: Act as a liaison between service providers and the black clergy, to facilitate the seminars for the black clergy on issues concerning the mental and physical wellbeing of their parishioners, to conduct educational workshops, as well as, foster and conduct statistical research within the black community driven by black concerns.

South Florida You Can shall be governed by its board of directors who are appointed.

A directorship is a serious responsibility involving the overall management of this organization. He or she will be required to perform his or her duties in "good faith" in a manner that such a director believes to be in the best interest of South Florida You Can after making reasonable inquiry, as to the benefit of the corporation and not for his or her own personal benefit.

The director's fiduciary relationship with this corporation includes the judicial use of the monies entrusted to this organization. Directors are required to evaluate our programs and determine their efficacy and ensure that South Florida You Can has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission.

Though we would like all of our directors to attend all of South Florida You Can's meetings and functions we require each board member in good standing to have attended at least two of our quarterly board meetings.

At South Florida You Can's annual meeting new board members will be appointed, old business will be addressed, committees formed, new committee members elected, the mission statement modified, ongoing programs reviewed, new programs proposed, funding for the year confirmed, and the past year's accounting report approved.

The name of the incorporators of South Florida You Can inc. as follows:

Dr. Mary Wooten
10980 SW 116th Street
Miami, Florida, 33176

Director

Mr. Lonnie Wooten
10780 SW 216th Street
Miami, Florida, 33170

Director

Ms. Gloria Martin
14680 Fillmore Street
Miami, Florida, 33176

Director

Mr. Daryl Wooten
16220 SW 2nd Avenue
Miami, Florida, 33157

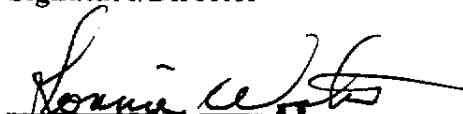
Director

IN WITNESS WHEREOF, the undersigned have signed these Articles of
Incorporation this 13th day of February, 2006


Signature/Director


Signature/Director

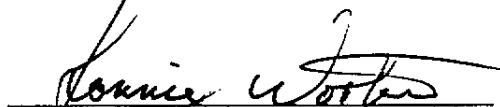

Signature/Director


Signature/Director


REGISSTERED AGENT:

Mr. Lonnie Wooten
10780 SW 216th Street
Miami, Florida, 33170

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.



Signature/Registered Agent



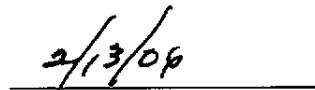
Date

INCORPORATOR:

Mr. Lonnie Wooten
10780 SW 216th Street
Miami, Florida, 33170



Signature/Incorporator



Date