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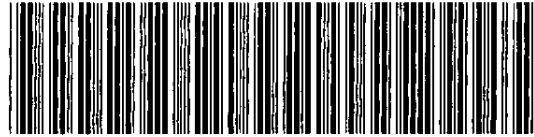
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 03 2008

Linda C. Hanna
Professional Association
Attorney at Law

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600 South Magnolia Avenue
Tampa, Florida 33606

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May 29, 2008

Secretary of State
Division of Corporations
Attn: Filing Department
Post Office Box 6327
Tallahassee, Florida 32314

Re: A Kid's Place of Tampa Bay, Inc.
Our File No. 05122

Dear Sir or Madam:

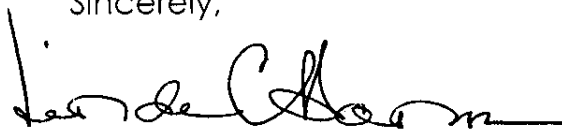
We are enclosing an original and one copy of the Articles of Incorporation to be filed, for the above-referenced corporation.

We are also enclosing our firm check in the amount of \$87.50, covering the filing fee and certified copy fee.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

Sincerely,


Linda C. Hanna

LCH/nls
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
A KID'S PLACE OF TAMPA BAY, INC.
(A Non-profit Corporation)**

Pursuant to the provisions of §617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

A KID'S PLACE OF TAMPA BAY, INC.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Principal Place of Business

The street address of the initial principal office shall be:

4115 West Spruce Street
Tampa, FL 33617

The mailing address of the principal office shall be:

P. O. Box 1769
Tampa, FL 33601

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ARTICLE IV

Business and Purposes

The objects or purposes of the corporation shall be to aid and benefit foster, neglected, and abused children, directly or indirectly, by creating, operating, and/or supporting programs for neglected and abused children (including operating an emergency assessment shelter for children who have been removed from their homes due to crises), by raising, administering and distributing funds for their financial support,

providing volunteer services, or otherwise taking action for the benefit of foster, neglected and abused children.

The Corporation is organized exclusively for charitable and educational purposes, 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 federal tax code. The Corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE V

Board of Directors

The Board of Directors shall consist of not fewer than three Directors and not more than twenty-one Directors. The Board of Directors shall exercise all of the powers of this corporation, and shall provide, through the By-Laws, for the method by which Directors shall be elected to and succeed in office.

The initial Board of Directors shall consist of three members, who shall hold office until their successors have been duly elected and qualify.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at:

600 South Magnolia Avenue, Suite 125
Tampa, Florida 33606

and the initial registered agent of this corporation at such office shall be LINDA C. HANNA. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

By-Laws

A. The power to adopt the by-laws of this corporation and to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

B. The by-laws of this corporation shall provide for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE VIII

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon any person herein are subject to this reservation.

ARTICLE IX

Inurement and Dissolution

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor participate in any other activity which would cause it to not to qualify as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code, or any statute of similar import. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activity not permitted to be carried on :

- (A) 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; or,
- (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation of the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations which render aid to neglected and/or abused children in Hillsborough County, Florida, so long as such organizations qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or, if none exist, then for one or more exempt purposes within the meaning of 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 such assets not so disposed of 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 for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

Executed this 30 day of May, 2008.

A KID'S PLACE OF TAMPA BAY, INC.


Incorporator

**A KID'S PLACE OF TAMPA BAY, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

LINDA C. HANNA, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 30 day of May, 2008.

A handwritten signature in black ink, appearing to read "Linda C. Hanna", written over a horizontal line.

LINDA C. HANNA

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