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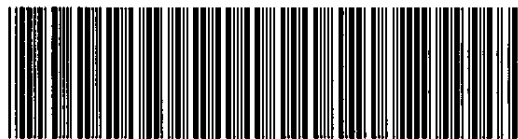
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JAN 23 AM 9:40

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1-24-12



MICHELE V. SPARKMAN
Attorney at Law
STATE BAR OF TEXAS
michele@amlawteam.com

January 17, 2012

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

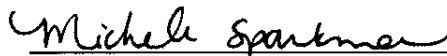
On December 27, 2011, on behalf of Dream Center of Tampa, Inc., this office submitted Amended and Restated Articles of Incorporation for filing. Thereafter, I was contacted via phone by the Division of Corporations regarding certain changes that needed to be made to the articles prior to filing. Specifically, the articles needed (a) to include affirmation and signature of the newly appointed registered agent and (b) identification of the new officers. These requested changes have been made and are included within the attached Amended and Restated Articles of Incorporation on pages 6 and 7.

In addition, the requisite filing fee was submitted with the original letter and documents and was thereafter retained by your office.

Please do not hesitate to contact me should you have any questions.

Sincerely,

ANTHONY & MIDDLEBROOK, P.C.


MICHELE V. SPARKMAN
For the Firm

RECEIVED
12 JAN 23 AM 9:20
TALLAHASSEE, FLORIDA
Enclosed: Amended and Restated Articles of Incorporation
Filing Fee
cc: client file



MICHELE V. SPARKMAN

Attorney at Law

STATE BAR OF TEXAS

michele@amlawteam.com

December 27, 2011

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

On behalf of Dream Center of Tampa, Inc., please find enclosed the Amended and Restated Articles of Incorporation for filing. In addition, please find the requisite filing fee. Please do not hesitate to contact me should you have any questions.

Sincerely,

ANTHONY & MIDDLEBROOK, P.C.


MICHELE V. SPARKMAN
For the Firm

RECEIVED
12 JAN -3 AM 8:44
TALLAHASSEE, FLORIDA

Enclosed: Amended and Restated Articles of Incorporation
Filing Fee

cc: client/file

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DREAM CENTER OF TAMPA, INC.**

FILED

12 JAN 23 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Act"), the Dream Center of Tampa, Inc., (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE 1

The name of the Corporation is Dream Center of Tampa, Inc. The Corporation was incorporated on December 1, 2010, pursuant to the Florida Not For Profit Corporations Act, and the supplements thereto. The Corporation hereby adopts the Amended and Restated Articles of Incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth in Exhibit A.

ARTICLE 2

The Amended and Restated Articles of Incorporation amends the prior Articles of Incorporation of the Corporation by expanding the purposes and limitations of the Corporation; by expanding the powers of the Corporation; by removing the existing directors of the Corporation and adding new directors; by removing the existing officers of the Corporation and adding new officers; by removing the existing registered agent of the Corporation and adding a new registered agent; by adding IRS compliance language; by adding a provision regarding dissolution of the Corporation; by adding a provision allowing for limited liability of board members; by adding a provision regarding indemnification; and by adding a provision allowing the Board of Directors of the Corporation to act by written consent.

ARTICLE 3

Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Not For Profit Corporations Act and such Amended and Restated Articles of Incorporation and each such amendment made by the Amended and Restated Articles of Incorporation was adopted on December 15, 2011, in the following manner:

The Amended and Restated Articles of Incorporation and the amendments made by such Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Directors of the Corporation held on December 15, 2011, at which a quorum was present, and the Amended and Restated Articles of Incorporation and the amendments made by such Amended and Restated Articles of Incorporation received the vote of a majority of board members. There are no members with voting rights.

ARTICLE 4

The Articles of Incorporation and all amendments thereto are hereby superseded by the attached Amended and Restated Articles of Incorporation (Exhibit A) which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

IN WITNESS HEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 15 day of December, 2011.

Maraya Pearson

Name: Maraya Pearson

Title: Secretary

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DREAM CENTER OF TAMPA, INC.**

Dream Center of Tampa, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Act"). The Corporation hereby adopts Amended and Restated Articles of Incorporation which accurately reflect changes to the Articles of Incorporation and all amendments thereto that are in effect to date as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The filing entity being formed is a nonprofit corporation. The name of the Corporation is Dream Center of Tampa, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3
DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

ARTICLE 4 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Title XXXVI, Chapter 617 of the Act, including any purpose described by section 617.0301 of the Act. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To help youth and families facing social and economic adversity develop resiliency, build character, develop strong, supportive and enduring community relationships, through offering programs including, but not limited to, enhanced family mentoring, afterschool care, computer access, tutoring, and athletic programs.

(b) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(d) This Corporation is also organized to promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers, or

other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the board of directors of the Corporation which is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

**ARTICLE 7
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 8
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 5101 Van Dyke Road, Lutz, Florida 33558. The name of the registered agent at this office is Craig Altman.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of Craig Altman, New Registered Agent

**ARTICLE 9
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The number of directors may be increased or decreased pursuant to the Bylaws. The number of directors may not be decreased to less than three. Directors need not be residents of Florida. The current Board of Directors shall consist of the following persons at the following addresses:

| <u>Name of Director</u> | <u>Street Address</u> |
|-------------------------|---|
| Craig Altman | 5101 Van Dyke Road Lutz, Florida 33558 |
| Thad Smith | 5101 Van Dyke Road Lutz, Florida 33558 |
| Maraya Pearson | 5517 Van Dyke Road Lutz, Florida 33558 |

ARTICLE 10 OFFICERS

The qualifications, manner of selection, duties, terms, and other matters relating to the officers of the Corporation shall be provided in the Bylaws. The current officers shall consist of the following persons at the following addresses:

| <u>Name of Officer and Office</u> | <u>Street Address</u> |
|-----------------------------------|---|
| Craig Altman, President | 5101 Van Dyke Road Lutz, Florida 33558 |
| Thad Smith, Vice-President | 5101 Van Dyke Road Lutz, Florida 33558 |
| Maraya Pearson, Secretary | 5517 Van Dyke Road Lutz, Florida 33558 |

ARTICLE 11 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12 INDEMNIFICATION

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Statute governing indemnification.

ARTICLE 13 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 14
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 15
AMENDMENT

These Articles may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws.

IN WITNESS HEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 15 day of December, 2011.

Mariya Pearson

Name: Mariya Pearson

Title: Secretary