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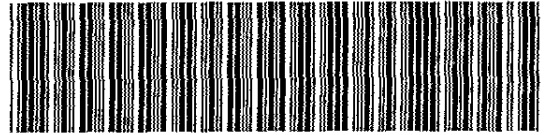
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TALLAHASSEE, FLORIDA

Restated/NC
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CARLTON FIELDS

ATTORNEYS AT LAW

CNL CENTER AT CITY COMMONS
450 S. ORANGE AVENUE, SUITE 500
ORLANDO, FLORIDA 32801-3336

MAILING ADDRESS:
P.O. BOX 1171, ORLANDO, FL 32802-1171
TEL (407) 849-0300 FAX (407) 648-9099

July 3, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Attn: Corporate Filings

Ladies and Gentlemen:

Enclosed is the original Restatement of Articles of Incorporation of The Foundation for Orange County Public Schools, Inc. Please file this document after which the name of the entity will be Foundation for Orange County Public Schools, Inc.

Enclosed is our check for \$43.75 for the filing fee and for a certified copy of the Restated Articles.

Also enclosed is a return envelope so that you may return the certified copy to us.

Cordially yours,



Vernon Swartzel

VS/cat

Enclosures

cc: Mrs. Nancy F. Peed

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
THE FOUNDATION FOR ORANGE COUNTY PUBLIC SCHOOLS, INC.

In accord with Section 617.1007, Florida Statutes, it is RESOLVED by the Board of Directors of The Foundation for Orange County Public Schools, Inc., that the Articles of Incorporation of said not-for-profit corporation are restated as follows, thus amending in their entirety the Articles of Incorporation dated January 6, 1987, as amended by instruments previously filed February 12, 1987, September 10, 1987, and July 19, 1991, and substituting therefor the following:

ARTICLES OF RESTATEMENT

ARTICLE I
NAME OF CORPORATION

The name of the corporation is FOUNDATION FOR ORANGE COUNTY PUBLIC SCHOOLS, INC. (hereinafter "the Foundation").

ARTICLE II
PRINCIPAL OFFICE

The street address of the Foundation's principal office is 445 W. Amelia Street, Suite 901, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III
PURPOSES

The Foundation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the Foundation is to transact any or all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act.

ARTICLE IV
ELECTION OF DIRECTORS

The method of electing Directors of the Foundation is stated in the Foundation's By-laws.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Foundation's registered office is 445 W. Amelia Street, Suite 901, Orlando, Florida 32801, and the name of the Foundation's registered agent is Nancy F. Peed. Changes to the registered office and registered agent may be made by changes on the Foundation's annual report form filed with the Department of State or otherwise as provided by Florida law without the necessity of amending the Foundation's Articles of Incorporation.

ARTICLE VI
INCORPORATORS

The names and addresses of the Foundation's incorporators in 1987 were:

Buell G. Duncan Jr.	P. O. Box 3833 Orlando, FL 32897
William Brown	2251 Lucien Way, Suite 320 Maitland, FL 32751
Robert Bryan	P. O. Box 372 Orlando, FL 32802
Raymer F. Maguire Jr.	P. O. Box 633 Orlando, FL 32802

ARTICLE VII
AMENDMENTS TO ARTICLES OF INCORPORATION

The Foundation's Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Foundation's Board of Directors at any regular annual meeting or at any special meeting of said Board called for that purpose. Any such amendment shall be effective upon the filing thereof with the Department of State of the State of Florida.

ARTICLE VIII
DISSOLUTION

The duration of the Foundation shall be perpetual, or until dissolved by law. Upon dissolution of the Foundation, the Board


of Directors shall, after paying or making provisions for the payment of all the liabilities of the Foundation, disburse all of the remaining assets in accordance with the requirements of Section (501)(c)(3) of the Internal Revenue Code for scientific, educational or charitable purposes related to the Orange County, Florida Public Schools.

The undersigned Chair of the Board of Directors of the Foundation, hereby certifies that the above Articles of Restatement were adopted on June 30, 2003, by a two-thirds (2/3) vote of the Board of Directors at a regular annual meeting and that no members of the Foundation were otherwise entitled to vote thereon.



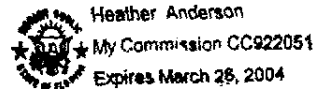
Andrew L. Brooks
Chair of the Board of Directors of
Foundation for Orange County Public
Schools, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 2nd day of June, 2003, by Andrew L. Brooks, Chair of the Board of Directors of Foundation for Orange County Public Schools, Inc. f/k/a The Foundation for Orange County Public Schools, Inc.), who is personally known to me or who produced N/A as identification.



Print Name: Heather Anderson
Notary Public



The undersigned accepts appointment as the registered agent for Foundation for Orange County Public Schools, Inc.

Date: June 30, 2003

Nancy F. Peed
Nancy F. Peed