

Dominique Rihs, P.A.

N9400004486

501 LINBURY COURT
TALLAHASSEE, FL 32304-473
(941) 643-1845
(941) 643-5149 (FAX)

Dominique Rihs, Esq.
FLORIDA BAR BOARD
CERTIFIED IN REAL ESTATE

October 10, 2000

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
P.O. Box 6327
"or" 409 E. Gaines St. (32399) for FEDX
Tallahassee, FL 32314

RE: RESTATED & AMENDED ARTICLES

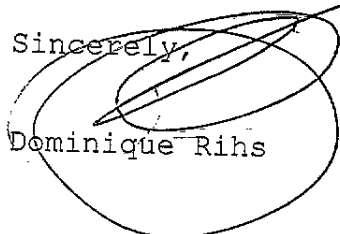
Dear Clerk:

100003426501--6
-10/16/00--01133--006
*****61.70 *****43.75

Please find enclosed one original & one copy of the Restated & Amended Articles of the above corporation for filing purposes along with a check of \$61.75 for filing fee.

If you have any questions, please do not hesitate to contact my office. If for any reason this corporation may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

Sincerely,


Dominique Rihs

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 17 PM 1:49

FILED

Enclosures as stated: 2 Articles fully executed &
\$61.75 payable to Secretary of State

798
Amended & Restated
encub copy
of Sta
N9400004486
11-17-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 30, 2000

WISHING WELL FOUNDATION, INC.
800 LAUREL OAK DR
SUITE 200
NAPLES, FL 34108 US

*ADD
there are no members
as listed to not
be properly approved not
required.*

SUBJECT: WISHING WELL FOUNDATION, INC.
Ref. Number: N94000004486

We have received your document for WISHING WELL FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6916.

~~Carol Mustain~~
Corporate Specialist

Letter Number ~~800A00056375~~

~~TO: CAROL MUSTAIN~~
FR: DOMINIQUE RIHS
DATE 11-14-00

~~PLEASE FIND ENCLOSED 2 ORIGINAL AMENDMENTS WHICH HAVE BEEN CORRECTED~~
PURSUANT TO THIS LETTER. PLEASE PROCESS IMMEDIATELY. IF YOU SHOULD HAVE
ANY QUESTIONS PLEASE CALL ME AT 941-643-1845 COLLECT.

RESTATED & AMENDED ARTICLES OF INCORPORATION OF
WISHING WELL FOUNDATION, INC.

A Corporation Not for Profit

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of WISHING WELL FOUNDATION, INC., a Florida Corporation not for profit, as originally filed with the Secretary of State on September 8th, 1994 & amended on December 9, 1994 are hereby amended & restated in their entirety. The Amended & Restated Articles of Incorporation of WISHING WELL FOUNDATION, INC. shall hence forth be as follows:

ARTICLE I - NAME

The name of the corporation is WISHING WELL FOUNDATION, INC.

ARTICLE II -- PURPOSE

The purpose for which the corporation is organized is a commitment of granting the special wishes of children in Collier & Lee Counties, State of Florida, which suffer from life threatening conditions & to provide a legal existence to receive & distribute contributions made for effecting wishes.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary & educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt for Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III -- POWERS

The corporation shall have the following powers:

A. All of the powers & privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement & effectuate the purposes of the corporation, including, without limitation, the power, authority & right to :

1. Make & establish reasonable rules & regulations governing identifying children who may participate, the parameters of the wish & the qualifications of volunteers or staff that effectuate the wish.

2. Enforce the provisions of these Articles of Incorporation & the Bylaws & all rules & regulations governing the charitable foundation in giving wishes, which may from time to time be established by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV -- MEMBERSHIP

The corporation is organized upon a nonstock basis. The corporation has no membership.

ARTICLE V -- VOTING

The corporation shall be managed & operated by the Board of Directors. Each Director shall have one vote. The Board of Directors shall be comprised of SEVEN(7) Directors. The timing & method of election & number of Directors after the this Board shall be in accordance with the Bylaws. In any event there will never be less than 7 Directors & never more than 13 Directors.

A quorum for the Board of Directors shall be 51% of the number of Board members on the existing Board. The Board of Directors shall make all decisions for the not for profit corporation based upon the requirement of a quorum of Directors being present, in person or via telephonic connection & requires a 51% vote for approval of any action, unless these Article or Bylaws require a higher percentage of vote, as indicated.

ARTICLE VI- REGISTERED OFFICE & AGENT & PRINCIPAL OFFICE

The street address of the registered office of this corporation is 5051 Castello Drive, Naples, FL 34103 & the name of the Registered agent of this corporation at that address is VICKI TORBUSH. The principal office of the corporation shall be located in Florida, but the corporation may maintain offices & transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII- INCORPORATION

This corporation shall exist perpetually.

ARTICLE VIII- DISTRIBUTION ON TERMINATION

Upon the dissolution of the corporation, all liabilities & obligations for the corporation shall be paid, satisfied & discharged & all the remaining assets, property & income owned or held by the corporation, but not owned or held upon a condition requiring return transfer on conveyance by reason of the dissolution, shall be expended for or applied to the purposes of the corporation or one or more of such purposes exclusively by transferring & conveying such assets, property & income to an organization which is organized & operated exclusively for the purposes specified in Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future United State Internal Revenue law. The Board of Directors that represent the current Board at the time of dissolution will determine by a 2/3 vote the recipient or recipients of the assets, CONDITIONED upon

such recipient being a qualified organization under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IX- AMENDMENT OF ARTICLES

Amendment of these Articles shall require the consent of two-thirds of the Board of Directors, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the corporation as provided in these Articles. The initial Board of Directors shall adopt Bylaws by 51% approval that are consistent with these Articles.

ARTICLE X -- INDEMNIFICATION OF DIRECTORS & OFFICERS

Every Director & every officer of the corporation shall be indemnified by the corporation against all expenses & liabilities including attorney's fees, reasonable costs incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement & reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

CERTIFICATE. The undersigned being the duly elected & acting CEO & Director of Wishing Well Foundation, Inc. & the President & Director of Wishing Well Foundation, Inc., hereby certify that the foregoing were duly approved by the affirmative vote of the acting CEO & unanimous vote of the acting Board of Directors entitled to vote to recommend approval of the Amended & Restated Articles, after due notice in accordance with the requirements of these Articles. The foregoing both amend & restate the Articles of Incorporation in their entirety. The votes cast to approve this amendment & restatement of Articles was sufficient & as required under Article XI of the Articles. Date of adoption: October 10, 2000. There are no members entitled to vote. Membership approval is not required for an amendment.

IN WITNESS WHEREOF, the undersigned have hereunto executed these AMENDED & RESTATED ARTICLES OF INCORPORATION this 10th day of October, 2000.


VICKI TORBUSH, CEO & DIRECTOR


KIM SWEAT, PRES. & DIRECTOR

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of October 2000 by VICKI TORBUSH as CEO & Director & KIM SWEAT, as President & Director, on behalf of the corporation. They are x personally know to me "or" _____ provided their drivers license as ID.

SEAL OF NOTARY

NOTARY PUBLIC

My commission expires:



Dominique Rihs
Commission # CC 945924
Expires Aug. 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
WISHING WELL FOUNDATION, INC.

SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT

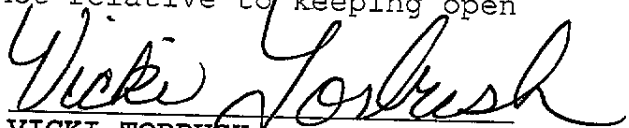
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First-- That **WISHING WELL FOUNDATION, INC.**, desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at the City of
Naples, County of Collier, State of Florida, has named **VICKI**
TORBUSH located at **5051 CASTELLO DRIVE, Naples, Florida 34103**,
as agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.

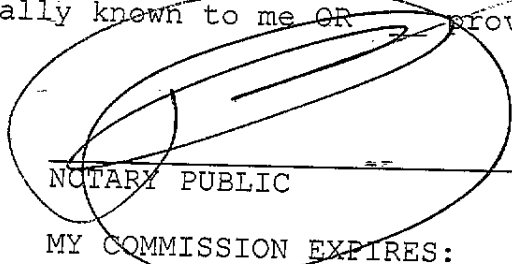

VICKI TORBUSH

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th
day of OCTOBER, 2000, by VICKI TORBUSH on behalf of the
corporation. She is x personally known to me OR provided
her drivers license as ID.

(SEAL of NOTARY)


NOTARY PUBLIC
MY COMMISSION EXPIRES:



Dominique Rihs
Commission # CC 945924
Expires Aug. 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.