

SENT CARLTON

6/26/95 11:30

CARLTON FIELDS DAY

CORPORATION PAGE 2/5

6/26/95

FLORIDA DIVISION OF CORPORATIONS

11:17 AM

PUBLIC ACCESS SYSTEM

((H95000007041)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI

DEPARTMENT OF STATE

ONE HARBOUR PLACE

STATE OF FLORIDA

POST OFFICE BOX 3239

409 EAST GAINES STREET

TAMPA FL 33601-

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: ANNE ELLIS

PHONE: (813) 223-7000

FAX: (813) 229-4133

((H95000007041)))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: UNLIMITED CHILD CARE PROVIDERS AND PARENTS ASSOCIATI

FAX AUDIT NUMBER: H95000007041

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/26/1995

TIME REQUESTED: 11:17:12

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077000355

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000007041)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

pcANYWHERE Online

Handwritten signatures and initials:
A large signature on the left.
A signature in the center with "W/1894" written above it.
A circled "W/18" with "Suff" and "Dec. 9" written next to it.

Vertical stamp:
JUN 26 1995
11:17 AM
FAX

RECEIVED
JUN 26 AM 11:55
DIVISION OF CORPORATIONS

SENT BY: CARLTON FIELDS

: 6-26-95 : 11:28AM :

CARLTON, FIELDS - DIV OF CORPORATIONS: # 1 / 5

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

ATTORNEYS AT LAW

180 STATE TOWER
P.O. BOX 1171
ORLANDO, FL 32803
(407) 848-0300
FAX (407) 848-8088

HARBORVIEW BUILDING
P.O. BOX 12439
PENSACOLA, FL 32503
(904) 434-0143
FAX (904) 434-6388

WEST FLORIDA BANK BUILDING
P.O. DRAWER 100
TALLAHASSEE, FL 32302
(904) 234-1868
FAX (904) 233-0388

201 WHITE
P.O. BOX 100
WEST PALM BEACH, FL 33402
(407) 858-7070
FAX (407) 858-7380

BARNETT TOWER
P.O. BOX 2001
ST. PETERSBURG, FL 33731
(813) 821-7000
FAX (813) 823-3788

PLEASE REPLY TO: TAMPA
ONE HARBOR PLACE
P.O. BOX 2239
TAMPA, FLORIDA 33601
(813) 223-7000
FAX (813) 228-4133

DATE: June 26, 1995
TO: DIVISION OF CORPORATIONS
COMPANY: FLORIDA DEPARTMENT OF STATE
TELEPHONE NO.: 904-483-9000
TELECOPIER TEL. NO.: 904-922-4000

FROM: WALLACE B. ANDERSON
CLIENT/MATTER NO. 95001/79528
TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 5
MESSAGE:

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

WE ARE TRANSMITTING FROM A XEROX 7033 FAX MACHINE
IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(813) 223-7000

TELECOPIER OPERATOR: _____

SENT BY: CARLTON FIELDS
RCV BY: CARLTON FIELDS

: 6-26-95 : 3:57PM :
: 6-28-95 : 1:38PM :

CARLTON, FIELDS - DIV OF CORPORATIONS: # 3/ 6

Teppid 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Morihani
Secretary of State

June 26, 1995

CARLTON FIELDS WARD EMMANUEL SMI

TAMPA, FL

SUBJECT: UNLIMITED CHILD CARE PROVIDERS AND PARENTS ASSOCIATION
REF: W95000012991

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: B95000007041
Letter Number: 995A00031231

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SENT BY: CARLTON FIELDS

: 6-26-95 : 3:57PM :

CARLTON FIELDS- DIV OF CORPORATIONS: # 1/ 6

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

ATTORNEYS AT LAW

FIRST STATE TOWER
P.O. BOX 1171
ORLANDO, FL 32802
(407) 848-0300
FAX (407) 848-8088

HARBORVIEW BUILDING
P.O. BOX 12428
PENSACOLA, FL 32582
(904) 434-0142
FAX (904) 434-8380

PORT FLORIDA BANK BUILDING
P.O. DRAWER 180
TALLAHASSEE, FL 32302
(904) 224-1888
FAX (904) 222-0388

ESPERANTE
P.O. BOX 100
WEST PALM BEACH, FL 33402
(407) 869-7070
FAX (407) 869-7358

BARNETT TOWER
P.O. BOX 2881
ST. PETERSBURG, FL 33731
(813) 821-7000
FAX (813) 822-3788

PLEASE REPLY TO: TAMPA
ONE HARBOR PLACE
P.O. BOX 3228
TAMPA, FLORIDA 33601
(813) 223-7000
FAX (813) 228-4132

DATE: June 26, 1995
TO: DIVISION OF CORPORATIONS
COMPANY: FLORIDA DEPARTMENT OF STATE
TELEPHONE NO.: (904)/487-6934
TELECOPIER TEL. NO.: (904)/922-4000

FROM: WALLACE B. ANDERSON, JR.

CLIENT/MATTER NO. 95001/79528

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 6

MESSAGE: In accordance with letter faxed from Loria Poole, we enclose Articles of Incorporation for Unlimited Child Care Providers and Parents Association, Inc. -- which have been edited as instructed. Thank you.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

WE ARE TRANSMITTING FROM A XEROX 7033 FAX MACHINE

IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(813) 223-7000

TELECOMER OPERATOR: _____

H95000007041

ARTICLES OF INCORPORATION
OF
UNLIMITED CHILD CARE PROVIDERS AND
PARENTS ASSOCIATION, INC.

FILED
95 JUN 26 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is: UNLIMITED CHILD CARE PROVIDERS AND PARENTS ASSOCIATION, INC.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

A. The Corporation is organized and shall be operated exclusively for educational and charitable purposes, including, for such purposes the following:

1. To provide aid and assistance to needy children that reside in federally and state subsidized housing in Hillsborough County, Florida.
2. To promote the mental health, well-being and physical health of needy children residing in federally and state subsidized housing in Hillsborough County, Florida.
3. To carry on educational activities relating to the care and treatment of needy children residing in federally and state subsidized housing in Hillsborough County, Florida.
4. To engage in any and all activities permissible for a not for profit corporation under the laws of the State of Florida.

B. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers

CARLTON, FIELDS, WARD, EMMANUEL,
SMITH & CUTLER, P.A.
One Harbour Place, 5th Floor
Tampa, Florida 33602
813-223-7000
Wallace B. Adams

H95000007041

lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 10920 Brightside Drive, Tampa, FL 33624, and the name of its initial registered agent at such address is Ann Brown.

ARTICLE VI**Directors**

The Corporation shall have three (3) directors initially. The election of the directors shall be set forth in the bylaws of the Corporation. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

Name

Wallace B. Anderson, Jr.

AddressOne Harbour Place
Tampa, FL 33602**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX**Amendment**

These articles of incorporation may be amended in the manner provided by law.

SENT BY: CARLTON FIELDS

: 6-26-95 : 3:59PM :

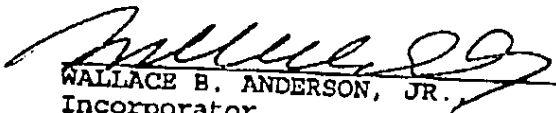
CARLTON.FIELDS- DIV OF CORPORATIONS: 6/ 6

H95000007041

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.

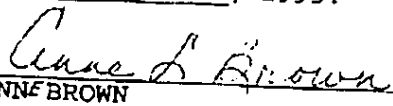
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 24th day of June, 1995.


WALLACE B. ANDERSON, JR.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 23rd day of June, 1995.


ANNE BROWN
Registered Agent

FILED
JUN 25 PM 1:45
TALLAHASSEE, FLORIDA

N95000003058

SENT BY: CARLTON FIELDS WARD

8-28-95 2:56PM

CARLTON FIELDS- DIV OF CORPORATIONS. 2/ 7

8/28/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:07 PM

((H95000009496))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI

DEPARTMENT OF STATE

ONE HARBOUR PLACE

STATE OF FLORIDA

POST OFFICE BOX 3239

409 EAST GAINES STREET

TAMPA FL 33601- 9-0000

TALLAHASSEE, FL 32399

CONTACT: ANNE ELLIS

FAX: (904) 922-4000

PHONE: (813) 223-7000

FAX: (813) 229-4133

((H95000009496))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: UNLIMITED CHILD CARE PROVIDERS AND PARENTS ASSOCIATI

FAX AUDIT NUMBER: H95000009496

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/28/1995

TIME REQUESTED: 14:06:55

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 076077000355

No. 2: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000009496))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ALT-F10 HELP * ANSI-BBS * FDX * 2400 E71 * LOG CLOSED * PRT OFF * CR * CR

Chapman

Lynda

FILED
SEP 28 11:41 AM '95
TALLAHASSEE, FL
STATE OF FLORIDA

25:08 PM 8/28/95

FILED

SENT BY: CARLTON FIELDS WARD : 8-28-95 : 2:56PM :

CARLTON FIELDS- DIV OF CORPORATIONS: # 1 / 7

AUDIT NO. (((H95000009496)))

CARLTON, FIELDS, WARD, REMANOTY, SMITH & CUTLER, P.A.

ATTORNEYS AT LAW

FIRSTSTATE TOWER
P.O. BOX 1171
ORLANDO, FL 32802
(407) 840-0308
FAX (407) 840-0098

HARBOURVIEW BUILDING
P.O. BOX 12426
PENSACOLA, FL 32502
(904) 434-0142
FAX (904) 434-2308

FIRST FLORIDA BANK BUILDING
P.O. DRAWER 190
TALLAHASSEE, FL 32302
(904) 224-1949
FAX (904) 222-0388

ESPERANTE
P.O. BOX 188
WEST PALM BEACH, FL 33402
(407) 858-7078
FAX (407) 858-7388

BARNETT TOWER
P.O. BOX 1961
ST. PETERSBURG, FL 33791
(813) 871-7008
FAX (813) 822-3788

PLEASE REPLY TO: TAMPA
ONE HARBOUR PLACE
P.O. BOX 32219
TAMPA, FLORIDA 33601
(813) 223-7000
FAX (813) 229-4133

DATE: August 28, 1995
TO: Division of Corporations
COMPANY: Department of State
TELEPHONE NO.: (904) 487-6052
TELECOPIER TEL. NO.: (904) 922-4000

FROM: Jeri Ann Armistead
Legal Assistant

CLIENT/MATTER NO. 95001/79528

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 6

MESSAGE: Electronic Cover Sheet and confirmation letter for
Certificate of Amendment to Articles of Incorporation of Unlimited
Child Care Providers and Parents Association, Inc..

The information contained in this facsimile message is attorney privileged and
confidential information intended only for the use of the individual or entity
named above. If the reader of this message is not the intended recipient, you
are hereby notified that any dissemination, distribution or copy of this
communication is strictly prohibited. If you have received this communication
in error, please immediately notify us by telephone (if long distance, please
call collect) and return the original message to us at the above address via the
U.S. Postal Service. Thank you.

WE ARE TRANSMITTING FROM A XEROX 7033 FAX MACHINE
IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(813) 223-7000

TELECOPIER OPERATOR: _____

August 28, 1995
AUDIT NO. (((H95000009496)))

T#389128.1

SENT BY: CARLTON FIELDS WARD . 8-28-95 . 2:57PM :

CARLTON FIELDS- DIV OF CORPORATIONS: 3/ 7

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P. A.

ATTORNEYS AT LAW

ONE HARBOUR PLACE P.O. BOX 3239 TAMPA, FLORIDA 33601 (813) 222-7000 FAX (813) 222-4123	PENINSULA TOWER P.O. BOX 1171 ORLANDO, FLORIDA 32802 (407) 998-4131 FAX (407) 998-4131	HARBORVIEW BUILDING P.O. BOX 19420 TALLAHASSEE, FLORIDA 32308 (904) 634-6142 FAX (904) 634-6348	FIRST FLORIDA BANK BUILDING P.O. BOX 180 TALLAHASSEE, FLORIDA 32307 (904) 224-1586 FAX (904) 224-0326	SPRINGHILL P.O. BOX 180 WEST PALM BEACH, FLORIDA 33411 (407) 659-7070 FAX (407) 659-7388	BARNETT TOWER P.O. BOX 2881 ST. PETERSBURG, FLORIDA 33731 (813) 821-7000 FAX (813) 821-3768
--	--	---	---	--	---

PLEASE REPLY TO:

AUDIT NO. (((950000094996)))

Tampa

August 28, 1995

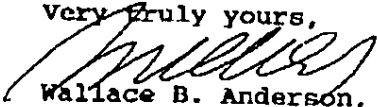
Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Unlimited Child Care Providers and Parents Association, Inc.**

Dear Sir:

This letter is a confirmation of the electronic filing of
the Certificate of Amendment and Restatement of Articles of
Incorporation for our client, Unlimited Child Care Providers and
Parents Association, Inc.

Very truly yours,


Wallace B. Anderson, Jr.
Florida Bar No. 279277

WBA,Jr:ja
Enclosure:
Electronic Filing Cover Sheet

AUDIT NO. (((950000094996)))

(((95000009496)))

FILED

95 AUG 28 PM 4:01

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
UNLIMITED CHILD CARE PROVIDERS AND PARENTS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, Unlimited Child Care Providers and Parents Association, Inc., a Florida not for profit corporation (the "Corporation") provides the following Certificate of Amendment and Restatement of its Articles of Incorporation:

1. Name. The name of the Corporation is Unlimited Child Care Providers and Parents Association, Inc.
2. Text of Amendments. The Corporation's Articles of Incorporation are amended and restated in their entirety as follows:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

A. The name of the Corporation is Unlimited Child Care Providers and Parents Association, Inc. (the "Corporation").

B. The principal office and mailing address of the Corporation is 10920 Brightside Drive, Tampa, Florida 33624, subject to change and relocation by the Board of Directors.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

Wallace B. Anderson, Jr., Esquire
Carlton, Fields, Ward, Emmanuel
Smith & Cutler, P.A.
One Harbour Place
Tampa, FL 33602
Telephone: (813) 223-7000
Florida Bar No. 279277
(((95000009496)))

(((95000009496)))

ARTICLE III

PURPOSE

A. The Corporation is organized and shall be operated exclusively for educational and charitable purposes, including, for such purposes the following:

1. To provide aid and assistance to needy children and their parents that reside in Hillsborough County, Florida.
2. To promote the mental health, well-being and physical health of needy children in Hillsborough County, Florida.
3. To carry on educational activities for children residing in Hillsborough County, Florida.
4. To engage in any and all activities permissible for a not for profit corporation under the laws of the State of Florida.

B. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

MEMBERS

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

(((95000009496)))

((95000009496)))

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10920 Brightside Drive, Tampa, FL 33624, and the name of its initial registered agent at such address is Anne L. Brown.

ARTICLE VI

DIRECTORS

The Corporation shall have three (3) directors initially. The election of the directors shall be set forth in the bylaws of the Corporation. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these articles of incorporation are:

Name

Address

Wallace B. Anderson, Jr.

One Harbour Place
Tampa, FL 33602

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law.

((95000009496)))

SENT BY: CARLTON FIELDS WARD : 8-28-95 : 2:58PM :

CARLTON, FIELDS- DIV OF CORPORATIONS: # 7/ 7

(((95000009496)))

ARTICLE X

DISSOLUTION

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purposes.

3. Manner of Adoption. The amendments contained in these Amended and Restated Articles of Incorporation required adoption by the Corporation's Members, and the amendments were duly adopted by the Members on the 22nd day of July, 1995. The number of votes cast for the amendments by the Members was sufficient for approval.

4. Amended and Restated Articles of Incorporation. These amended and restated Articles of Incorporation supersede the original Articles of Incorporation and all previous amendments thereto.

Dated this 15th day of August, 1995.

**UNLIMITED CHILD CARE PROVIDERS
AND PARENTS ASSOCIATION, INC.**

By:

Anne L. Brown

Chairman, Board of Directors