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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*Filing - Articles
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
COMMUNITY ENRICHMENT FOUNDATION, INC.

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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, Principal Place of Business, and Mailing Address

The name of the Corporation is **Community Enrichment Foundation, Inc.** The principal place of business and mailing address is **1001 4th/M.L. King Street North, Safety Harbor, FL 34695.**

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 (the date of subscription and acknowledgement of these articles of incorporation), and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated in non-profit status for educational and charitable purposes, including, but not limited to day care, youth activities, and family supportive services.

The Corporation shall have the 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.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1001 4th/M.L. King Street North, Safety Harbor, FL 34695 and the name of its initial registered agent at such is Robert L. Berg.

ARTICLE VI

Directors

The Corporation shall have eight (8) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Gary W. Dodds, Sr.	17 Friendship Court Safety Harbor, FL 34695
Robert L. Berg	2842 Foxwood Court Clearwater, FL 33761
Jeanette J. Bonka	621 Fayette Drive South Safety Harbor, FL 34694
Paul Schneider	403 D.S. Willow Avenue Tampa, FL 33606

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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) and 170 (c) (2) 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 purpose.

OFFICERS


Gary W. Dodds, Sr.	President
Jeanette J. Bonka	Vice President/Treasurer
Paul Schneider	Vice President
Eric D. Williams	Vice President
Robert L. Berg	Vice President/Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of SEPTEMBER, 1998.

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 4 day of SEPTEMBER, 1998.



ROBERT L. BERG, Registered Agent
 Incorporator