

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8869 • Fax (850) 222-1222

N99000000435

After School Programs - Seattle, Inc.

200003058872
-12/02/99-01038-012
*****49.75 *****49.75

- Art of Inc. File _____
- LTD Partnership File Restated
- Foreign Corp. File Articles
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File Corp
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File 100R
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 DEC -7 PM 4: 58
FILED

RECEIVED
99 DEC -2 PM 12: 15
TALLAHASSEE, FLORIDA

X00789, 00524, 00672

Signature

Requested by:

LM 12/2 11:40

Name Date Time

Walk-In Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 1999

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: AFTER SCHOOL PROGRAMS-SOUTH, INC.
Ref. Number: N99000000435

We have received your document for AFTER SCHOOL PROGRAMS-SOUTH, 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):

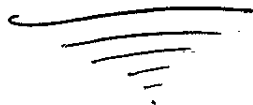
Please delete the reference to the shareholders on the certificate since this is a non-profit corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00057386

Corrected



RECEIVED
99 DEC - 7 PM 2:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -7 PM 4:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
AFTER SCHOOL PROGRAMS-SOUTH, INC.

The undersigned, the President and the Board of Directors of the Corporation by a resolution duly adopted, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act and in accordance with the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Restated Articles of Incorporation for such Corporation which was approved by :

ARTICLE I

NAME

The name of the Corporation is After School Programs-South, Inc. and the street address of the initial principal office of the Corporation is 5665 Northwest 29th Street, Margate, FL 33063.

ARTICLE II

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") including, but not limited to, providing after school programs to be located at existing elementary school locations for school age children and to fulfill community needs to keep latch-key children safe and off the streets.

ARTICLE III

POWERS

3.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

3.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

3.3 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts 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.

3.4 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and the manner and method in which they are elected or appointed shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons nor more than six (6) persons.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the members and their successors shall have been duly elected and qualified. The following persons shall constitute the initial members of the Board of Directors of the Corporation: (1) Michael Skolnick, (2) Alan Wolnek and (3) Allan Cohn and the address for all three directors is 5665 NW 29th Street, Margate, FL 33063.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

<u>Name</u>	<u>Address</u>
Michael Skolnick	5665 Northwest 29th Street Margate, FL 33063

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

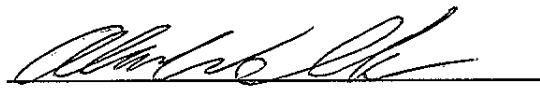
DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law in accordance with the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by the appropriate Court in

which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The foregoing Restated Articles of Incorporation restate and integrate and amend the Articles of Incorporation and there is no inconsistency between those provisions and the provisions of the Restated Articles of Incorporation.

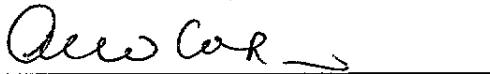
IN WITNESS WHEREOF, the undersigned being all of the Directors and the President have executed these Restated Articles of Incorporation this 24th day of November, 1999.



Alan Wolnek, Pres. and Director



Michael Skolnick, Director



Alan Cohn, Director

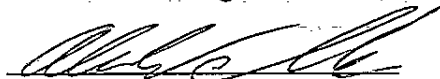
CERTIFICATE

In accordance with Section 617.1007(4), Florida Statutes, it is hereby certified that:

The Board of Directors and President adopted the Restated Articles and those amendments to the Articles of Incorporation appearing in the Restated Articles do not require approval of any members because there are no member

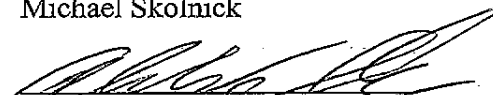
Dated: Nov. 29, 1999


After School Programs-South, Inc.


Alan Wolnek, President

Approved by the Board of Directors on Nov. 29, 1999


Michael Skolnick


Alan Wolnek


Allan Cohn