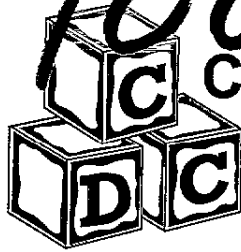


N99000000799



CHILD DEVELOPMENT
CENTER

4620 17TH STREET • SARASOTA, FL 34235 • (941) 371-8820 • FAX (941) 378-0611
800 GULF COAST BLVD. • VENICE, FL 34292 • (941) 412-9186 • FAX (941) 412-0456

January 30, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

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-02/07/02--01072--001
*****35.00 *****35.00

Re: Document #N99000000799

Dear Sirs/Madams:

Enclosed are an original and a copy of Amended and Restated Articles of Incorporation for The Fund for Child Development Center, Inc., for recordation and a check in the amount of \$35.00. Please stamp the copy and return it to my attention:

Denise Roberts
Executive Director
The Fund for Child Development Center
1226 North Tamiami Trail, Suite 302
Sarasota FL 34236.

Please note that the above address is the correct new address for The Fund for Child Development Center.

Thank you for your assistance.

Sincerely,

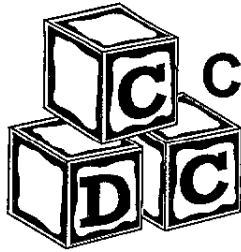
Denise Roberts

Denise Roberts

Enclosures

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02 FEB 19 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstent
T. Lewis 2/20/02



CHILD DEVELOPMENT CENTER

4620 17TH STREET • SARASOTA, FL 34235 • (941) 371-8820 • FAX (941) 378-0611
800 GULF COAST BLVD. • VENICE, FL 34292 • (941) 412-9186 • FAX (941) 412-0456

February 15, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: Document #N99000000799

Dear Sirs/Madams:

Enclosed are an original and a copy of Amended and Restated Articles of Incorporation for The Fund for Child Development Center, Inc., for recordation. We have already sent our check in the amount of \$35.00. Please stamp the copy and return it to my attention:

Denise Roberts
Executive Director
The Fund for Child Development Center
1226 North Tamiami Trail, Suite 302
Sarasota FL 34236.

Please note that the above address is the correct new address for The Fund for Child Development Center.

Thank you for your assistance.

Sincerely,

Denise Roberts

Enclosures

RECEIVED

02 FEB 19 PM 12:34

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2002

DENISE ROBERTS
THE FUND FOR CHILD DEVELOPMENT CENTER
1226 NORTH TAMiami TRAIL, SUITE 302
SARASOTA, FL 34236

SUBJECT: THE FUND FOR CHILD DEVELOPMENT CENTER, INC.
Ref. Number: N99000000799

We have received your document for THE FUND FOR CHILD DEVELOPMENT CENTER, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 802A00008075

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FUND FOR CHILD DEVELOPMENT CENTER, INC.**

A Florida Nonprofit Corporation

I. NAME OF CORPORATION

The name of the corporation is The Fund for Child Development Center, Inc.

II. PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and mailing address of the corporation is 1226 North Tamiami Trail, Suite 302, Sarasota FL 34236.

III. PURPOSE

The purposes for which the corporation is organized are:

1. The corporation is organized exclusively for charitable, scientific and educational purposes as set forth in 501 (c)(3) of the Internal Revenue Code. The general purpose of the corporation is, and shall be, to operate for the benefit of, to perform the functions of, or to carry out the purposes of the Child Development Center (CDC), which constitutes a public charity under 509 (a)(1) or (a)(2) of the Internal Revenue Code, by forming and executing a public trust to encourage, aid, enrich and support the programs and activities of CDC.
2. The corporation is, and shall be empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes stated in these Articles of Incorporation, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.
3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
5. The corporation shall not be controlled, directly or indirectly, by a disqualified person or persons as defined in 4946 of the Internal Revenue Code (other than foundation managers and CDC) and Regulation 1.509(a)-4(j).
6. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Act.

IV. MEMBERSHIP

The corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the corporation shall be in a Board of Directors, who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the corporation as from time to time in effect. There shall be no members of the corporation.

V. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, consisting of not less than six (6) and not more than twenty-five (25) persons, as determined pursuant to provisions of the Bylaws. Qualification and the method of election of the Directors will be determined pursuant to the provision of the Bylaws.

VI. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VII. BYLAWS

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

VIII. REGISTERED OFFICE and REGISTERED AGENT

The street address of the registered office of the corporation is 1226 North Tamiami Trail, Suite 302, Sarasota FL 34236 and the name of registered agent of this corporation at that address is Denise Roberts.

X. COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

XI. DISTRIBUTION UPON DISSOLUTION

Upon the termination or dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes for which this corporation was organized to Child Development Center, or, if CDC no longer exists or is no longer qualified as an exempt organization under 501(c)(3) of the Internal Revenue Code, which constitutes a public charity under 501(a)(1) or (a)(2) of the Internal Revenue Code, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(a)(1) or (a)(2) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County 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.

XII. TERMS

All general or specific references herein made to the Internal Revenue Code or regulations thereunder shall be deemed to refer to the Internal Revenue Code of 1986 and the regulations thereunder as now in force or later amended, or the corresponding provision of any future United States Internal Revenue Law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

XIII. AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

CERTIFICATION

The undersigned, as Chairman of the Board of Directors of the Corporation, certifies that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the required vote of the Board of Directors of the Corporation, effective as of this 24 day of January 2002, and that there are no members entitled to vote.

Executed this 15 day of February, 2002.

The Fund for Child Development Center, Inc.

By: _____

Thomas H. Dart, as Chairman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is THE FUND FOR CHILD DEVELOPMENT CENTER, INC.
2. The name and address of the registered agent and office is:

Denise Roberts
1226 North Tamiami Trail
Suite 302
Sarasota FL 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
Denise Roberts