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BUTLER & DUDLEY
LAW & GOVERNMENT RELATIONS

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FRED R. DUDLEY

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butlerlong@aol.com

February 12, 1999

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VIA HAND DELIVERY

Ms. Tracy Smith
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OUR FLORIDA KIDS, INC.

Dear Tracy:

Pursuant to our telephone conversation, since there is a conflict in using the name, FLORIDA KIDS, INC. we have corrected the Articles of Incorporation for the above named entity. We have changed the name from FLORIDA KIDS, INC. to OUR FLORIDA KIDS, INC.

If you should have any questions or need any additional information, please do not hesitate to contact me.

Sincerely yours,

Joann Green
Joann Green
Legal Secretary

/jg

Dmc
2/12/99

Call when Ready
Joann
222-6969

RECEIVED
99 FEB 12 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 FEB 12 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

BUTLER & DUDLEY, P.A.
310 E. COLLEGE AVE.
TALLAHASSEE, FL 32302

SUBJECT: FLORIDA KIDS, INC.
Ref. Number: W99000001925

We have received your document for FLORIDA KIDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 899A00003489

ARTICLES OF INCORPORATION

OF

OUR FLORIDA KIDS, INC.

FILED

99 FEB 12 PM 4:02

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

A Florida Not-For-Profit Corporation

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the state of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

Name of Corporation

The name of the corporation is OUR FLORIDA KIDS, INC.

ARTICLE II

Principal Office

The principal office of the organization is located at 1002 West 23rd Street, Suite 400, Panama City, Florida 32405.

ARTICLE III

Registered Agent and Registered Office

The street address of the registered office of this corporation in the state of Florida is 1002 West 23rd Street, Suite 400, Panama City, Florida 32405. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is

ROBERT HENRY who address is 1002 West 23rd Street, Suite 400,
Panama City, Florida 32405.

ARTICLE IV

Purpose

This corporation does not contemplate pecuniary gain or profit to its members, and is organized exclusively for purpose of organizing business leaders in Florida to develop and advocate public policy positions that will advance the educational opportunities for all children in Florida. Consistent with that purpose, the corporation shall:

1. Recruit and retain Florida business as members of the corporation;
2. Raise funds, through dues, assessments and other revenue programs to implement the purpose of the corporation;
3. Hire one or more persons to advocate the corporation's policies before the Florida Legislature and the executive agencies in Florida that are responsible for implementing laws that affect health, safety, education and welfare of children of Florida;
4. Coordinate the persons who volunteer to advocate the corporation's policies on a pro-bono basis; and
5. Undertake any other activities that are consistent with the corporation's purpose and the corporation's tax exempt status.

ARTICLE V

Powers

This corporation shall have the following powers:

1. The corporation shall have the power to do all lawful acts which are, in the opinion of the Board of Directors of the Corporation, necessary or desirable to carry out the purposes and accomplish the objectives of the corporation, and which are consistent with the provisions of Florida Statutes and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The corporation shall have all powers granted to corporations not for profit under Chapter 617, Florida Statutes, whether or not specifically enumerated in these Articles of Incorporation or the By-Laws.

2. The corporation shall remain a corporation not for profit. No dividends shall be paid by the corporation, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or 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 exempt purposes set forth in these Articles.

3. 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 under

Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI

Operating Restrictions

If the corporation is at any time deemed to be a private foundation, it shall be subject to the following rules: The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

Membership

Regular membership shall be open to all Florida businesses who support the purposes of the corporation and the improvement of health, safety, education and welfare of all children in Florida.

ARTICLE VIII

Board of Directors

The affairs of this corporation shall be managed by a Board of not less than three (3) Directors. All Director shall be regular members or persons employed by the corporation.

The initial Board of Directors shall be elected by the membership at the first meeting of the members. Directors shall be nominated by a nominating committee of the Board. After the initial Board is elected, Directors shall be elected by a majority of the other Directors. Vacancies on the Board shall be filled by majority vote of the Directors.

ARTICLE IX

Officers

The officers of this corporation shall be elected or appointed by the Board of Directors to serve for one-year terms. There shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be a member of the Board of Directors. The Board of Directors may from time to time elect or appoint additional officers who shall also be members of the Board of Directors.

ARTICLE X

Duration

The corporation shall exist perpetually, unless dissolved according to law.

ARTICLE XI

Dissolution

Upon dissolution of the corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to (1) such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law; or (2) to the federal, state, or local government for exclusive public purpose.

ARTICLE XII

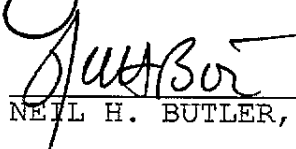
Incorporators

The Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Joseph F. Chapman, III	1002 West 23rd Street Suite 400 Panama City, FL 32405
Neil H. Butler	310 East College Avenue Tallahassee, FL 32301

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the state of Florida, the undersigned incorporators of ^{OUR} FLORIDA KIDS, INC. have executed these Articles of Incorporation this 21st day of January, 1999.


JOSEPH F. CHAPMAN, III, Incorporator


NEIL H. BUTLER, Incorporator

STATE OF FLORIDA
COUNTY OF Bay

BEFORE ME, the undersigned authority, personally appeared JOSEPH F. CHAPMAN, III, who is personally known to me or ~~produced~~ as ~~identification~~, and who did/did not take an oath, and who acknowledged before me that he/she executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of January, 1999.


NOTARY PUBLIC

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056

STATE OF FLORIDA
COUNTY OF Leon

BEFORE ME, the undersigned authority, personally appeared NEIL
H. BUTLER, who is personally known to me or produced
n/a as identification, and who
did/did not take an oath, and who acknowledged before me that
he/she executed the foregoing Articles of Incorporation voluntarily
and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
18th day of January, 1999.

Deborah E. Lawson
NOTARY PUBLIC



Deborah E. Lawson
MY COMMISSION # CC720662 EXPIRES
May 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

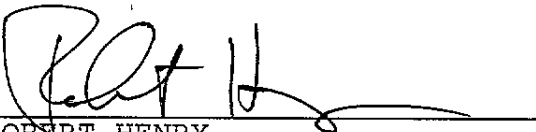
ACCEPTANCE OF REGISTERED AGENT

99 FEB 12 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT HENRY, having been named as the registered agent in the
OUR
foregoing Articles of Incorporation of FLORIDA KIDS, INC. to accept
service of process for the corporation at 1002 West 23rd Street,
Suite 400, Panama City, Florida 32405, hereby agrees to act as the
registered agent and comply with the laws of the state of Florida
relative to such position.

DATED this 20 day of January, 1999.


ROBERT HENRY