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December 20, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Incorporation of Charlotte County School
Readiness Coalition, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of articles and receipt as soon as possible.

If you have any questions, please feel free to contact me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.


W. Kevin Russell

WKR:nle
Enclosures

T. Burch DEC 29 1999

ARTICLES OF INCORPORATION
OF
CHARLOTTE COUNTY SCHOOL READINESS COALITION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation is as follows: CHARLOTTE COUNTY SCHOOL READINESS COALITION, INC.

ARTICLE 2 - ADDRESS

The address of the principal office and the mailing address of the corporation is: 1490 Tamiami Trail, Port Charlotte, Florida 33948.

ARTICLE 3 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1490 Tamiami Trail, Port Charlotte, Florida 33948. The name of its initial registered agent at that address is TODD KATZ.

ARTICLE 4 - NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5 - NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC Section 501(c)(3) referred to below as "code". If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under IRC Section 501(c)(3).

ARTICLE 6 - DURATION

The duration of the corporation is perpetual.

ARTICLE 7 - PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to school readiness.

ARTICLE 8 - POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9 - LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, if the corporation ever has any, directors, or officers, but 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 Article 7 of these articles.

ARTICLE 10 - TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC Section 501(a) as an organization described in IRC Section 501(c)(3) and which is other than a private foundation as defined in IRC Section 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to

such extent as would result in the loss of exemption under IRC Section 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11 - DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC Section 170(c)(1) or IRC Section 170(c)(B) and is described in IRC Section 509(a)(1), (2) or (3).

ARTICLE 12 - BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 13 - OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors and may be removed by majority vote of the board of directors at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE 14 - INCORPORATORS

The names and street addresses of each incorporator is as follows:

NAME

ADDRESS

TODD KATZ

1490 Tamiami Trail
Port Charlotte, FL 33948

W. KEVIN RUSSELL

18501 Murdock Circle, 6th Floor
Port Charlotte, FL 33948

ARTICLE 15 - BYLAWS

The Bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16 - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17 - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

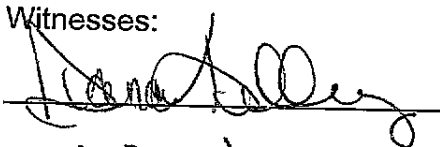
The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

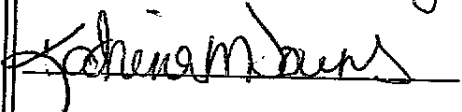
ARTICLE 18 - COMMENCEMENT OF CORPORATE EXISTENCE

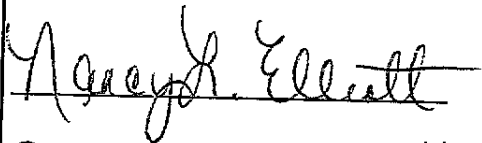
The date when corporate existence shall commence is upon filing of these articles.

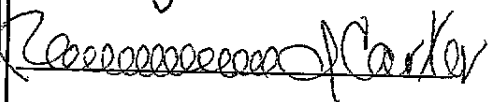
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 17 day of December, 1999.

Witnesses:

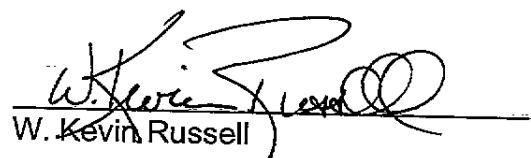









Todd Katz


W. Kevin Russell

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TODD KATZ to me known to be the person described as incorporator or who has produced Personally Known to me as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of December, 1999.



NOTARY PUBLIC:

Cheryl L. Adams
Sign

Cheryl L. Adams
Print Name

530823
Commission No.

My commission expires: 5/20/00

(SEAL)

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. KEVIN RUSSELL to me known to be the person described as incorporator or who has produced Personally Known to me as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this
20th day of December, 1999.

NOTARY PUBLIC:

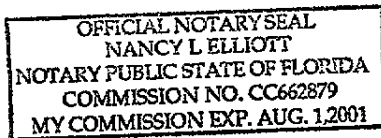
Nancy L. Elliott
Sign

Nancy L. Elliott
Print Name

CC662879
Commission No.

My commission expires:

(seal)



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CHARLOTTE COUNTY SCHOOL READINESS COALITION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1490 Tamiami Trail, Port Charlotte, County of Charlotte, State of Florida, has designated TODD KATZ, whose street address is 1490 Tamiami Trail, Port Charlotte, County of Charlotte, State of Florida 33948, as its agent to accept service of process within this state.

CHARLOTTE COUNTY SCHOOL READINESS COALITION, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Todd Katz