

TFC 9500002359

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phelan
President
Harold Bulter, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Cornelius E. Allen
Ragnickl Clynn, Esq.
T. Wilford Fair
Ronald E. Frazier
Howard V. Gray
Howard Hadley, Jr., M.D.
John A. Hall
George E. Hepburn, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Corrie P. Monk
Garth C. Reeves
Noel Robinson
Dorothea Stewart
Karon Johnson Street
Elaine H. Black,
Executive Director

RE: Articles of Incorporation -
SUNNYDAY CARE, INC.

Dear Sir/Madam:

15-573861472-01
-01709, 095-01085-0111
****122.50 ****122.50

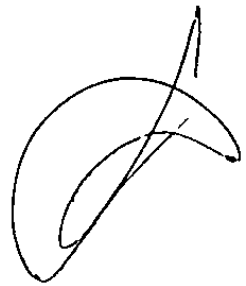
Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, and money order #15-573861472 which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

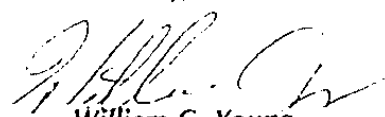
Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG
J.D., C.P.A.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Tallahassee, Florida
55 JUN -9 PM 3:26
FBI

Thank you for your attention to this matter.


1/10/95
wcy/pg
Encls.

Sincerely,

William C. Young,
J.D., C.P.A.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

SUNNYDAY CARE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SUNNYDAY CARE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 15915 N.W. 40th COURT, MIAMI, Florida 33054.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize

the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 15915 N. 40th COURT, Miami, Florida 33054, and the registered agent at that office is SUNSHINE V. PONCE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

SUNSHINE V. PONCE
15915 N.W. 40th COURT,
MIAMI, FLORIDA 33054

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

SUNSHINE V. PONCE
15915 N.W. 40th COURT,
MIAMI, FLORIDA 33154

IN WITNESS WHEREOF, I, SUNSHINE V. PONCE, the undersigned incorporator, have signed these Articles of Incorporation on this 9th day of November, 1994 and acknowledged the same to be my act.

Sunshine V. Ponce

SUNSHINE V. PONCE

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 9th day of November, 1994 by SUNSHINE V. PONCE, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Driver's License as identification.



OFFICIAL SEAL
AUDREY HADLEY
My Commission Expires
March 15, 1997
Comm. No. CC 266169

NOTARY PUBLIC
SIGN: *Audrey Hadley*
PRINT: *Audrey Hadley*
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That SUNNYDAY CARE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of , County of Dade, State of Florida, has named SUNSHINE V. PONCE located at 15915 N.W. 40th COURT in the City of MIAMI, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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: *S. V. Ponce*
SUNSHINE V. PONCE

DATE: 11-8-94

P95000002359



July 10, 1995

Division of Corporations
State of Florida
Amendments & Mergers Section
P.O. Box 1500
Tallahassee, Florida 32302

BOARD OF DIRECTORS

Officers

Dr. Roy Phelan
President
Howard Baker, Jr.
Secretary
Virtwell C. Anderson
Treasurer

Members

Cornelius F. Allen
Reginald Clynn, Esq.
I. Wilford Fox
Ronald F. Fraser
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moore
Gottlieb C. Reeves
Neil Robinson
Dorothea Stewart
Kirkston Johnson Siment
Emma H. Black,
Executive Director

RE: SUNNYDAY CARE, INC.

400001555514
-08/09/95--01002--013
*****35.00 *****35.00

To whom it may concern:

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above referenced company and a money order #810096482 in the amount of thirty-five dollars to cover the amendment charges.

Please file the enclosed documents for the corporation and return a file-marked filed to the following:

WILLIAM C. YOUNG, JD, CPA
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

If you have any questions please do not hesitate to contact me at 8934.

Sincerely,

William C. Young
William C. Young, JD, CPA

FILED
1995 JUL 24 PM 5:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL 24 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Name Change
LFS 8-4-95*

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TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SUNNYDAY CARE, INC.

FILED
1995 JUL 24 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1001 et seq. of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SUNNYDAY CARE, INC.
2. The following amendment to the Articles of Incorporation were adopted by the Board of Directors of the corporation on JUNE 30, 1995, in the manner prescribed by the Florida Business Corporation Act:

"ARTICLE I: NAME, is hereby amended to indicate that the name of the corporation shall be: "DEXTER ROBERSON ENTERPRISES, INC.

3. The aforementioned amendment was adopted by the Board of Directors of SUNNYDAY CARE, INC., on JUNE 30, 1995.
4. The sole shareholder of SUNNYDAY CARE, INC. is SUNSHINE PONCE, who has indicated his approval to these amendments as indicated in the attached resolution.

IN WITNESS WHEREOF, I, SUNSHINE PONCE, the President/Secretary of the Board of Directors and the sole shareholder of SUNNYDAY CARE, INC., have signed these Articles of Amendment on this 6th day of JULY, 1995, and acknowledge the same to be my act.

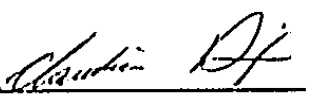


SUNSHINE PONCE

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 6th day of JULY, 1995, by SUNSHINE PONCE, as President/Secretary of SUNNYDAY CARE, INC., a Florida corporation, on behalf of the corporation. She personally appeared before me at the time of the notarization, and is personally known to me or has produced Florida Driver's License.

NOTARY PUBLIC:

Sign: 

Print: CLAUDIA DIXON
State of Florida at Large

