

P970000014890

Wanda D. Casey

Paralegal Services

6820 BENJAMIN ROAD, SUITE 8
TAMPA, FLORIDA 33634



PLEASE REPLY TO:
POST OFFICE BOX 310661
TAMPA, FL 33680-0661

WANDA D. CASEY, CLA
PHONE: (813) 888-6223
FAX #: (813) 885-7474
PAGER: (813) 216-9215

December 2, 1996

Ms. Kathy Hyman
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/16/96--01018--025
****157.50 ****78.75

RE: Filing of New Incorporations:
GEMMA, INC.
and
T.H.C. ENTERPRISES, INC.

W96-26363
1109
612

Dear Kathy:

Enclosed please find two (2) original and two (2) copies of the Articles of Incorporation referencing the two new entity mentioned above.

Additionally, a check in the amount of \$ 157.50 to cover the cost associated with filing both sets of articles with certificates of incorporation on same.

As the preparer, please forward all inquiries as well as the final documents to my attention. I will in turn forward them onto my clients.

Thank you for your kind attention to this matter.

Sincerely,

WANDA D. CASEY
Certified Legal Assistant

Enclosures

FILED
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SECRET
TALLAHASSEE, FLORIDA

2-17-97

Andys House of Hope, Inc.
Aunice Per Sharon



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

WANDA D. CASEY
POST OFFICE BOX 310661
TAMPA, FL 33680-0661

SUBJECT: GEMMA, INC.
Ref. Number: W96000026363

We have received your document for GEMMA, INC. and your check(s) totaling \$78.75. 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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The corporate name must be identical throughout the document.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 296A00056011

Wanda D. Casey

Paralegal Services

6820 BENJAMIN ROAD, SUITE 8
TAMPA, FLORIDA 33634



PLEASE REPLY TO:
POST OFFICE BOX 310661
TAMPA, FL 33680-0661

WANDA D. CASEY, CLA
PHONE: (813) 888-6223
FAX #: (813) 888-7474
PAGER: (813) 216-9215

January 4, 1997

Ms. Kathy Hyman
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Filing of Amended Corporation
Letter Number: 296A00056011
Reference Number: W96000026363

Dear Kathy:

Enclosed please find original and copy of the above referenced totally changed document.

Additionally, I have attached a copy of your letter for your recollection.

As the preparer, please forward the final documents to my attention. I will in turn forward them onto my clients.

Thank you for your kind attention to this matter.

Sincerely,

WANDA D. CASEY
Certified Legal Assistant

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1997

WANDA D. CASEY
POST OFFICE BOX 310661
TAMPA, FL 33680-0661

SUBJECT: ANDY'S HOUSE OF HOPE, INC.
Ref. Number: W96000026363

We have received your document for ANDY'S HOUSE OF HOPE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 497A00001661

ARTICLES OF INCORPORATION of:
ANDY'S HOUSE OF HOPE, INC.

ARTICLE ONE - NAME

The name of this corporation is: Andy's House of Hope, Inc.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purpose for which this is organized shall be to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act to be transacted, promoted or carried on are:

To engage in the ownership, management, marketing, and promotion of a company offering general care and maintenance to fragile children, including but not limited to, any and all attendant services thereto:

To purchase, receive by way of gift, subscribe for, invest in, and all other ways acquire, invest lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, operate, exercise, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof:

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To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others:

To promote or aid in any manner, financially or otherwise, any person, firm, association or proportion, and to guarantee contracts and other obligations;

To let concessions to other to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof:

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision or any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any share of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is: 6820 Benjamin Road, Suite 8, Tampa, Florida 33634, and the name of the corporation's registered agent at such address is WANDA D. CASEY.

ARTICLE SIX - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors is four (4), and the name and address of the person who is to serve as the initial directors and officers are:

<u>Position</u>	<u>Name</u>	<u>Address</u>
PRESIDENT	GERALD FRANCIS BURKE	603 Fairmont Drive Brandon, Florida 33511
V.-PRESIDENT	MARYELLEN BURKE	603 Fairmont Drive Brandon, Florida 33511
SECRETARY	ELIZABETH JARNOT	138 Flatfish Court Orlando, Florida
TREASURER	JOANNE PODULO	603 Fairmont Drive Brandon, Florida 33511

ARTICLE SEVEN - INCORPORATOR

The name and address of the incorporator is:

	<u>Name</u>	<u>Address</u>
PRESIDENT	GERALD FRANCIS BURKE	603 Fairmont Drive Brandon, Florida 33511
REG., AGENT	WANDA D. CASEY	6820 Benjamin Road, #8 Tampa, Florida 33634

ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December 31st.

ARTICLE TEN - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

ARTICLE TWELVE - NON-ACCESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

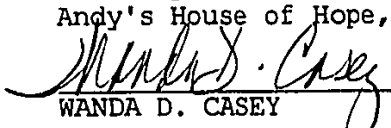
ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FOURTEEN -AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

I hereby affix my signature below as Incorporator of
Andy's House of Hope, Inc.


WANDA D. CASEY

CERTIFICATE

That Andy's House of Hope, Inc., desiring to organize under laws of the State of Florida, with its principal office at 603 Fairmont Drive, Brandon, Florida 33511, City of Brandon, County of Hillsborough, State of Florida, has named WANDA D. CASEY located at 6820 Benjamin Road, Suite 8, Tampa, Florida 33634, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

**CERTIFICATE OF DESIGNATION OF
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: ANDY'S HOUSE OF HOPE, INC.
2. The name and address of the registered agent and office is:

Wanda D. Casey
6820 Benjamin Road, Suite 8
Tampa, Florida 33634

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.


WANDA D. CASEY


(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA