

P 98000087576

Law Offices of
PAUL R. SASSO
28 West Flagler Street
Suite 505
Miami, Florida 33130
(305) 358-6654 Telephone
(305) 358-6652 Facsimile

March 10, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 AM 11:32

FILED

RE: AMENDED ARTICLES OF INCORPORATION OF STATE OF FLORIDA
AFTER HOUR CARE, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Amended Articles of Incorporation for the above-referenced corporation, a domestic profit corporation, and a check for payment of the following fees:

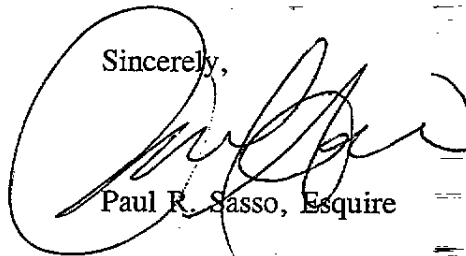
Filing Fees	35.00
Certification	8.75
	<u>\$43.75</u>
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If you have any questions, please contact the undersigned.

*Spoke to Paul Sasso
4-19-99 about shareholder
action - DHS
Amend
4-19-99
DHS*

Sincerely,



Paul R. Sasso, Esquire

PRS/jp
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 8, 1999

PAUL R. SASSO
SUITE 205
28 WEST FLAGLER STREET
MIAMI, FL 33130

SUBJECT: STATE OF FLORIDA AFTER HOUR CARE, INC.
Ref. Number: P98000087576

We have received your document for STATE OF FLORIDA AFTER HOUR CARE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The capacity of the person signing the document must be typed or printed beneath or opposite the 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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 199A00017917

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED ARTICLES OF INCORPORATION
OF
STATE OF FLORIDA AFTER HOUR CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the DIRECTORS of STATE OF FLORIDA AFTER HOUR CARE, INC., under the Florida Business Corporations Act, adopts the following AMENDED Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall remain STATE OF FLORIDA AFTER HOUR CARE, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8701 S.W. 86th COURT, MIAMI, FLORIDA 33143.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of Common Stock "A" that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares having a par value of \$1.00 per share. The maximum number of shares of Nonvoting "A" that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares having a par

value of \$.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

These Amended Articles of Incorporation shall become binding contemporaneous with the execution on this document as evidenced below.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 8701 S.W. 86th COURT, MIAMI, FLORIDA 33143, and the name of the registered agent of this corporation at that address is J.P. BAAR.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have Two (2) directors. The number of directors may be either

increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial members of the board of directors are:

IRA WELLISCH
10000 S.W. 122nd Terrace, Miami, Florida 33176

J.P. BAAR
8701 S.W. 86th COURT, MIAMI, FLORIDA 33143

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares

entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Amended

Articles of Incorporation this ^{mark} 5 day of ~~January~~, 1999. Shareholder action was not required.



IRA WELLISCH

J.P. Baar
J.P. BAAR

Incorporator

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared IRA WELLISCH AND J.P. BAAR, known to me to be the persons described herein or who produced _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that they executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5th day of ~~January~~ March, 1999.

NOTARY PUBLIC, State of Florida at Large

PRINT NAME

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: STATE OF FLORIDA AFTER HOUR CARE, INC.
2. The name and address of the registered agent and office is:

J.P. BAAR
8701 S.W. 86th COURT, MIAMI, FLORIDA 33143

SIGNATURE

J.P. Baar

TITLE

DIRECTOR

DATE

4/25/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 AM 11:32

FILED

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.

SIGNATURE

J.P. Baar
J.P. BAAR

DATE

4/25/99