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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

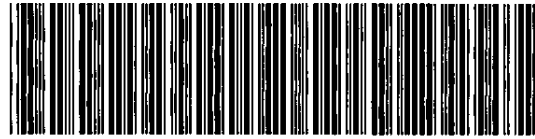
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Freedom's Watch
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Susan Temkin, Esq.
(Name of Person)

Patton Boggs LLP
(Firm/Company)

2550 M Street, NW
(Address)

Washington, DC 20037
(City/State and Zip Code)

For further information concerning this matter, please call:

George E. Miller, Esq. at (703) 528-7525 ext. 1
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. Freedom's Watch Corporation

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. District of Columbia

(State or country under the law of which it is incorporated)

3. EIN: 26-0540871

(FEI number, if applicable)

4. July 16, 2007

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon authorization that Freedom's Watch can conduct affairs in Florida

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, P.S.)

7. 401 9th Street, N.W., Suite 700 N, Washington, DC 20004

(Principal office address)

Same as above

(Current mailing address)

8. FW's programs are primarily educational. They are designed to educate Americans about public policies that impact their families' security and economic well-being.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida

32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jerome L. Suarez

(Registered agent's signature)

Jerome L. Suarez, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William Weidner
Address: 401 9th Street, N.W., Suite 700 N
Washington, DC 20004

Treasurer: Matthew Brooks
~~Vice Chairman:~~
Address: 401 9th Street, N.W., Suite 700 N
Washington, DC 20004

Secretary & Director: Ari Fleisher
Address: 401 9th Street, N.W., Suite 700 N
Washington, DC 20004

Director: Mel Sembler
Address: 401 9th Street, N.W., Suite 700 N
Washington, DC 20004

B. OFFICERS

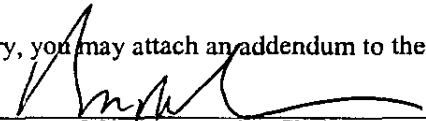
CEO & President: Bradley Blakeman
Address: 401 9th Street, N.W., Suite 700 N
Washington, DC 20004

Vice President: _____
Address: _____

Secretary: See above.
Address: _____

Treasurer: See above.
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bradley Blakeman CEO + President
(Typed or printed name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **16th day of July, 2007** *Articles of Incorporation of:*

FREEDOM'S WATCH

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **29th day of November, 2007**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS

Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor