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FILED

July 21, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BACKPACK BUDDIES, INC.

Dear Sir,

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*****78.75 *****78.75

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd., Melbourne, Fl 32901, telephone number (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

EXPRESS LEGAL SERVICES, INC.
129 W. Hibiscus Blvd.
Melbourne, FL 32901

Elizabeth Gross

Elizabeth Gross

C. BLALOCK JUL 24 2001

C. BLALOCK JUL 24 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BACKPACK BUDDIES, INC.

ARTICLE I. NAME

The name of this corporation is
BACKPACK BUDDIES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of:

1. The Corporation is organized exclusively for charitable, religious, literacy, scientific and educator purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.
2. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 these Articles of Incorporation.

3. No substantial part of the activities of the Corporation, shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. MEMBERS AND DIRECTORS

The qualifications of members and directors and the manner of admission of members together with the manner of election or appointment of directors shall be regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 120 Marlin Dr., Merritt Island, Florida 32952 and the name of the initial registered agent of this corporation at that address is ELIZABETH GROSS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of this corporation are:

ELIZABETH GROSS	JANIS SAMMON
120 Marlin Dr.	400 Frankford Ave.
Merritt Island FL 32952	Palm Bay FL 32907

ERIN POTTER
1819 Radnor Dr.
Melbourne FL 32901

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 120 Marlin Dr., Merritt Island, Florida 32952, and the mailing address of the corporation is 120 Marlin Dr., Merritt Island FL 32952.

ARTICLE VIII. INCORPORATOR


The name and address of the person signing these articles are:

ELIZABETH GROSS
120 Marlin Dr.
Merritt Island FL 32952

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of July, 2001.

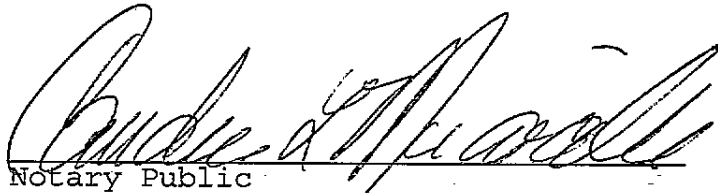


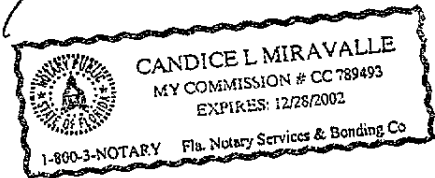
ELIZABETH GROSS
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

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 Elizabeth Gross, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of July, 2001.


Notary Public



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DESIGNATION
AS
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That BACKPACK BUDDIES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 120 Marlin Dr., Merritt Island, Florida 32952, has named ELIZABETH GROSS located at 120 Marlin Dr., Merritt Island, Florida 32952, as its 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 the designated office open.



ELIZABETH GROSS
Registered Agent