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PICK-UP WAIT MAIL

(Business Entity Name)

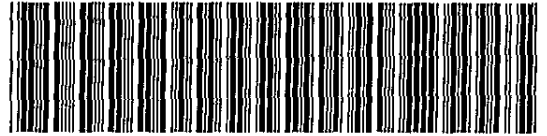
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 DEC 15 AM 9:54

[Handwritten notes: 2554, 6/11, 1003-]

TRANSMITTAL LETTER

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

SUBJECT: GIVE, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kent E. Seton
Name (Printed or typed)

1801 Avenue Of The Stars, Suite 260
Address

Los Angeles, California 90067
City, State & Zip

(310) 557-1923
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



1801 Avenue of the Stars, Suite 260 Los Angeles, California 90067 Toll Free: 1-877-553-1923
Direct Dial: 310-557-0804 Facsimile: 310-557-9772 Email: info@123ezcorp.com www.123ezcorp.com

November 13, 2003

*The Online
Headquarters for
Incorporating
Businesses
Nationwide*

VIA FIRST CLASS MAIL

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

RE: GIVE, INC. (NON-PROFIT)

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation and check for \$78.75.

Upon receipt, please file these Articles and return the duplicate filed stamped to our offices at the address above. If possible, please also fax them back to our attention at 310-557-9772.

Thank you in advance for your attention to this matter. If you have any questions, please feel free to call us **prior to any rejection.**

Yours very truly,
123EZCORP.COM



Kent E. Seton



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 1, 2003

KENT E. SETON
1801 AVENUE OF THE STARS
SUITE 260
LOS ANGELES, CA 90067

SUBJECT: GIVER~~X~~ INC.
Ref. Number: W03000035712

We have received your document for GIVER~~X~~ INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **If a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of 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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 903A00064392

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 DEC 15 AM 10:00

RECEIVED

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

GIVE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

301 West Platt Street, #207
Tampa, Florida 33606

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see Attachment. Thank you.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As Stated in the By-Laws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Edward Luciano, Director/President, 4838 West Warner, Chicago, IL 60641
Sarañi Guerra, Director, 4841 West Melrose, Chicago, IL 60641
Juanita Delvalle, Director, 4856 West Cortland, Chicago, IL 60639
Mirella Luciano, Secretary/Vice President, 4838 West Warner Avenue, Chicago, IL 60641
Vanessa Luciano, Treasurer, 4838 West Warner, Chicago, IL 60641

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Edward Luciano
301 West Platt Street, #207
Tampa, Florida 33606

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Kent E. Seton
1801 Avenue Of The Stars, Suite 260
Los Angeles, California 90067

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Edward Luciano
Signature/Registered Agent

12/9/03
Date

Kent E. Seton
Signature/Incorporator

12-9-03
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 DEC 15 AM 9:54

**Additional Provisions of Articles of Incorporation
Of
GIVE, INC.**

ARTICLE III

- (a) This Corporation shall be a non-profit corporation. The purposes for which GIVE, INC. are organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The specific purposes of this corporation are to: a) relieve poor, distressed, and/or underprivileged persons, namely in impoverished areas, through providing for among other things, healthy drinking water, and b) educate persons, namely impoverished communities, for the purpose of improving and/or further developing their capabilities in understanding economic development. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- (b) 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 Competent Jurisdiction 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. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.
- (c) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 9th day of December, 2003.

By:


Kent E. Seton, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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