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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

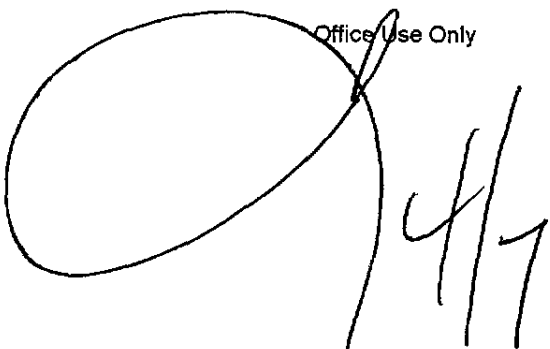
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MICHIGAN SECRETARY OF STATE

TRANSMITTAL LETTER

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

SUBJECT: Project Debby, 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)

8730 Wilshire Blvd, Suite 416

Address

Beverly Hills, CA 90211

City, State & Zip

(310) 557-0804

Daytime Telephone number

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

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

ARTICLE I NAME

The name of the corporation shall be:

Project Debby, Inc.

ARTICLE II PRINCIPAL OFFICE

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

102 Half Moon Circle H-2, Hypoluxo, FL 33465

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attachment.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As stated in the Bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

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

Director, Peter Belovsky, 8057 Cassia Drive, Boynton Beach, Florida 33437
Director, Scott McAllister, 6605 Wilson Lane, Bethesda, Maryland 20817
Director, Diane McNamara, 40 Glen Ellen Road, Roxbury, MA 02132

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Naomi Potash
102 Half Moon Circle H-2
Hypoluxo, FL 33465

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Kent E. Seton
8730 Wilshire Blvd, Suite 416
Beverly Hills, CA 90211

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MICHIGAN SECRETARY OF STATE
LANSING, MICHIGAN

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.

Naomi Potash /Naomi Potash
Signature/Registered Agent

3-28-05
Date

Kent E. Seton / Kent E. Seton
Signature/Incorporator

3-28-05
Date

**Additional Provisions of Articles of Incorporation
Of
Project Debby, Inc.**

ARTICLE III

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, this corporation will relief the poor, distressed and disadvantaged. No substantial part of the activities of this corporation shall consist of carrying on propoganda, 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.

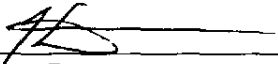
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code §509(a), 1) corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws, 2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws, 3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws, 4) The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws, and 5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

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 these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 28th day of March, 2005.

By: _____


Kent E. Seton, Incorporator