N97000006183

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ATTORNEYS AT LAW

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1155 21ST STREET, N.W.
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(202) 861-0740 • FAX (202) 331-9841
E-MAIL copcandc@us.net

PLEASE REPLY TO THE MISSOURI OFFICE

October 17, 1997

Florida Secretary of State
State Capitol, Plaza 2
Tallahassee, FL 32399-0250

300002324053--1
-10/20/97--01079--011
*****70.00 *****70.00

Re: **Fulfill A Wish Foundation, Inc.**

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation to be filed with your office for the above referenced Organization. I have also enclosed the Certificate of Designation of Registered Agent/ Registered Office and the required filing fee of $70.00. I would appreciate a file stamped copy of the articles returned to me in the enclosed self addressed, postage paid envelop as evidence of filing for my records.

I thank you in advance for your assistance in this matter. Should you have questions regarding this or any other matter please do not hesitate to contact me.

Very truly yours,

Greg B. Lam
For the Firm

GBL:d
Enclosures

2295.
W97-23990

FILED
97 NOV -3 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/3/97

COPILEVITZ & CANTER, P.C.

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PLEASE REPLY TO THE MISSOURI OFFICE

October 29, 1997

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97 NOV -3 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Claretha Golden
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Fulfill A Wish Foundation, Inc.
Reference Number: W97000023990

Dear Ms. Golden:

Enclosed please find the corrected Articles of Incorporation for the above referenced organization.

I thank you in advance for your assistance in this matter. Should you have questions regarding this or any other matter please do not hesitate to contact me.

Very truly yours,

Greg Lam

Greg B. Lam
For the Firm

GBL:d
Enclosures

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 NOV -3 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 21, 1997

COPILEVITZ & CANTER, P.C.
ATTN: GREG B. LAM
423 WEST 8TH STREET #400
KANSAS CITY, MO 64105

SUBJECT: FULFILL A WISH FOUNDATION, INC.
Ref. Number: W97000023990

We have received your document for FULFILL A WISH FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00051359

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FULFILL A WISH FOUNDATION, INC.

The undersigned has executed these Articles for the purpose of forming a corporation not for profit under Chapter 617 of the Florida statutes and certifies as follows.

ARTICLE I

The name of the corporation hereinafter called the "Corporation" shall be: FULFILL A WISH FOUNDATION, INC. with its principal place of business being 2332 Waterview Court, Palm Harbor, FL 34684.

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

(a) To engage in and perform any and all acts of a charitable nature to help children by all means, without limitation, as well as to raise funds and acquire products for said purposes.

(b) To provide and use the aforementioned services and products to grant to children, meeting criteria and guidelines as set by the Board of Directors from time to time, and their immediate families, a "special wish" as determined in the sole discretion of the Corporation and consistent with the abilities of such children and their families and the capabilities of the Corporation as specifically authorized by §501(c)(3) of the Internal Revenue Code of the United States and other appropriate laws and regulations.

(c) To use any and all lawful means to accomplish the purposes and objectives of the Corporation and, in general, either along or in association with other organizations, carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of the Corporation.

(d) To enter into any other lawful endeavor, from time to time and without limitation, except as prohibited by §501(c)(3) of the Internal Revenue Code of the United States and other appropriate laws, rules and regulations.

(e) To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

(f) To establish a main office or offices for the conduct of the activities necessary to carry out the purposes of this Corporation; and

(g) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein. Said powers shall include, but not be limited to, the power to sue and be sued; the power to enter into contracts; the right to receive property by devise or bequest, subject to the laws regulating the transfer of property by Will, and otherwise acquiring and hold all property, real or personal, including shares of stock, bonds and securities of other corporations; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of any or property, real or personal; the power to borrow money, contract debts and issue bonds, notes and debentures and to secure payment in performance of its obligations; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purpose(s) of the Corporation.

ARTICLE IV

The registered office of this Corporation and its registered agent to accept service of process within the State of Florida is: Mark Breiner, located at 2332 Waterview Court, Palm Harbor, FL 34684.

ARTICLE V

The Corporation shall not have members.

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of it affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE VII

The name and address of the incorporator is:

Mark Breiner — 2332 Waterview Court
Palm Harbor, FL 34684

ARTICLE VIII

The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors.

Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, as follows:

Shelly Breiner 2332 Waterview Court Palm Harbor, FL 34684	Mark Breiner 2332 Waterview Palm Harbor, FL 34684

Barbara Askin
3771 Preakness Place
Palm Harbor, FL 34684

ARTICLE IX

The officers of the Corporation shall be the President, Secretary and Treasurer (which may combine with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors.

ARTICLE X

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of the Board of Directors of the Corporation in the manner provided in the Bylaws.

ARTICLE XI

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16 day of October, 1997.

MARK BREINER FL B656-542-54081-0

STATE OF FLORIDA)
) SS.
COUNTY OF Pinellas)

THE FOREGOING instrument was acknowledged and sworn to before me this 16 day of October, 1997, by Mark Breiner.

Notary Public

DIANA J. WYMAN
MY COMMISSION # CC 439286
EXPIRES: February 16, 1999
Bonded Thru Notary Public Underwriters

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 officer/registered agent, in the State of Florida.

1. The name of the corporation is: **FULFILL A WISH FOUNDATION, INC.**

2. The name and address of the registered agent and office is:

Mark Breiner
2332 Waterview Court
Palm Harbor, FL 34684

SIGNATURE: ____________________
(Corporate Officer)

TITLE: President

DATE: 10-16-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNED 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: ____________________

DATE: 10-16-97

FILED
97 NOV -3 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA