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TRANSMITTAL LETTER

May 18, 1998

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

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-05/19/98--01060--006

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

RE: **AUTOGRAPHED BOOK GIVE-AWAY FOR INNER-CITY YOUTHS, Inc.**
Proposed Corporate Name

Enclosed please find two originals of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. Also enclosed is a money order in the amount of \$78.75 for the filing fee and registered agent designation. A certified copy is not requested at this time. Please use the second original as file/return copy. Also please forward a certificate of status.

RE: **ANDERSON C. HILL, II**
Registered Agent
AUTOGRAPHED BOOK GIVE-AWAY FOR INNER-CITY YOUTHS, Inc.
750 S. Orange Blossom Trail, Suite 120
Orlando, FL 32805
(407) 426-8597

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,


Anderson C. Hill, II

ENCLOSURES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
AUTOGRAPHED BOOK GIVE-AWAY FOR INNER-CITY YOUTHS, INC**

The undersigned hereby declares that the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I. CORPORATE NAME

The name of this corporation is: **AUTOGRAPHED BOOK GIVE-AWAY FOR INNER-CITY YOUTHS, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in:

(A) The express purpose of this not for profit Corporation is to function as an enrichment program for young persons by the acquisition and distribution of published autographed books of such subject matter that can give positive inspiration. The Corporation shall actively distribute the books free of charge, with explanation of the books' content to encourage the actual reading thereof and heeding of the author's message for self-improvement. *The Corporation's Motto Shall Be: Pride is instilled, where pride is given through books to our youth!*

(B) To take, secure, accept, hold or acquire, by gift, purchase, legacy or otherwise, real and personal property, when it may deem the same proper, necessary and expedient in the work and purposes for which this body was organized and incorporated; and to hold lease, encumber, give, exchange or sell and transfer and dispose of the same, in part and in whole, when it deems such action expedient, necessary or beneficial in promoting and advancing the work and purposes for which this corporation was formed; and shall have all the powers and duties set forth under Florida and Federal laws regarding not for profit corporations, except where variances permitted by law appear in these Articles.

ARTICLE III. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE IV. INITIAL REGISTERED AGENT & REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Anderson C. Hill, II
750 S. Orange Blossom Trail, Suite 120
Orlando, FL 32805
(407) 426-8597

The board of trustees from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE V. MEMBERSHIP

The government of this organization is vested in the Board of Trustees, with advisory input from its members, who are donors, publishers, authors, recipients of the books under the give-away program. Thus the final authority for decisions shall be communicated to the members from the Trustees, who are irrevocably responsible for all policy decisions. Membership in the Corporation shall be duly determined in accordance with the Bylaws, such Bylaws shall be approved by the Board of Trustees at a duly called meeting for that purpose.

ARTICLE VI. BOARD OF TRUSTEES

This corporation shall have at least three trustees initially. The number of trustees may be increased or diminished from time to time by Bylaws adopted by the board of trustees, but shall never be less than three. The Bylaws, once finalized, shall determine those persons elected as Trustees. The Trustees shall be elected from the appropriate nominations during the Annual business meeting. Such nominations may include those persons recommended by private organizations, judicial, legislative, law enforcement, penal and executive branches of government.

ARTICLE VII. INITIAL BOARD OF TRUSTEES

The names and addresses of the initial board of trustees are as follows:

(1) NAPOLEON B. COBB, O.D.
750 S. Orange Blossom Trail, Suite 207
Orlando, FL 32805

(2) NALLAN C. A. CHARI, Ph.D.
108 Forest Avenue
Altamonte Springs, FL 32701

(3) Ken Guthery, B.A.
4205 E. Busch Boulevard
Tampa, FL 33617-5937

(4) ANDERSON C. HILL, II, J.D., M.B.A.
750 S. Orange Blossom Trail, Suite 120
Orlando, FL 32805

The persons named as initial trustees shall hold office for the first year of existence of this corporation or until his/her successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

Anderson C. Hill, II
750 S. Orange Blossom Trail, Suite 120
Orlando, FL 32805
(407) 426-8597

ARTICLE IX. PRINCIPAL OFFICE

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

750 S. Orange Blossom Trail, Suite 120, Orlando, FL 32805

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of trustees, proposed by them or from the members, and approved at a members meeting by at least a majority of the members entitled to vote, unless all of the trustees and all the members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI. ORGANIZATION OF CORPORATION

This corporation is organized under a non-stock basis.

ARTICLE XII. TAX EXEMPT STATUS

This corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XIII. INDEMNIFICATION OF TRUSTEES AND OFFICERS

All officers and trustees shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and trustees against any liability asserted against them in their capacity as officers and trustees or arising out of their status as such.

ARTICLE XIV. BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Trustees and may be altered, amended or rescinded in the manner provided in the Bylaws.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on May 18, 1998.



Mr. Anderson C. Hill, II
Incorporator

**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 office/registered agent in the State of Florida.

1. The name of the corporation is **AUTOGRAPHED BOOK GIVE-AWAY FOR INNER-CITY YOUTHS, Inc.**

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

Anderson C. Hill, II, J.D., M.B.A.
750 S. Orange Blossom Trail, Suite 120
Orlando, FL 32805
(407) 426-8597

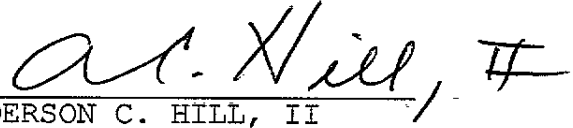
SIGNATURE


ANDERSON C. HILL, II
May 18, 1998

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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


ANDERSON C. HILL, II
May 18, 1998