

BOYDSTUN, DABROSKI & LYLE, P.A.
ATTORNEYS AT LAW

C. Bryant Boydston, Jr.*
Dennis E. Dabroski
James R. Lyle, Sr.
Carl B. Lyle, II
Bradley J. Wood

2600 M.L. KING/NINTH STREET NORTH
POST OFFICE DRAWER 76387
ST. PETERSBURG, FL 33734-6387
813/895-1991 FAX 813/898-3456
TAMPA 813/223-3456 FAX 813/228-7461

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October 5, 1998

*Board Certified Civil Trial Practice

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

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-10/08/98--01029--016
****131.25 *****87.50

RE: OPERATION HANDCLASP, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced not-for-profit corporation, and our check in the amount of \$131.25 for the requisite filing fee, Certified Copy, and Certificate of Status.

Please return the documents to:

Bradley J. Wood, Esq.
Boydston, Dabroski & Lyle, P.A.
2600 Ninth Street North
St. Petersburg, FL 33704

Thank you for your cooperation in this regard. If you have any questions, please contact the undersigned.

Very truly yours,

Bradley J. Wood
Bradley J. Wood

Encl.

bw092502.doc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -8 AM 9:28

FILED

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
OPERATION HANDCLASP, INC.,
A Florida Not-For-Profit Corporation**

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98 OCT -8 AM 9:28
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a nonprofit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I. NAME

The name of the Corporation shall be OPERATION HANDCLASP, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the Corporation shall be 1511 E. Fern Road, Lakeland, FL 33801, and the mailing address of the Corporation shall be the same.

ARTICLE III. PURPOSE

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 the corresponding section of any future federal tax code, and shall be operated exclusively to provide for conduct, support and to benefit community services which shall include, but not necessarily be limited to, the following:

1. To promote and provide employment training for persons in economically distressed communities and in the inner cities.
2. To promote and provide for assistance in obtaining affordable housing in economically distressed communities and in the inner cities to enhance the quality of life in such areas.
3. To provide facilities for the care and support of the elderly and the handicapped

ARTICLE IV. MEMBERSHIP

Membership is limited to the Board of Directors, and such other persons as may be prescribed in the By-Laws of the Corporation.

ARTICLE V. DIRECTORS

The management of the corporation shall be vested in and governed by the Board of Directors, consisting of not less than three (3) members, nor more than the maximum number set forth in the By-Laws of the corporation. Directors shall be elected or appointed as set forth in the By-Laws of the corporation. The names and addresses of the persons who are the initial Board of Directors of the corporation are as follows:

Eldon Brown	1511 E. Fern Road	Lakeland, FL 33801
Donald J. Evans	23427 Pine Lake Street	Land O'Lakes, FL 34639
Bradley J. Wood	2600 9th Street North	St. Petersburg, FL 33704

ARTICLE VI. NON-PROFIT

There shall be no capital stock issued in the corporation, or shares of any kind. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III above. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII. CONFORMANCE WITH LAWS

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, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII. DISSOLUTION

In the event of 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 the corresponding section of any future federal tax code. Any such

assets not so disposed of shall be disposed of for such purposes or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purposes as would qualify them as exempt under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

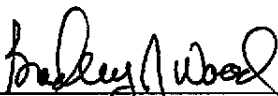
The registered office of the corporation shall be that of Boydston, Dabroski & Lyle, P.A., located at 2600 Ninth Street North, 2nd Floor, St. Petersburg, Florida 33704. The name of the Registered Agent of the corporation at that address is Bradley J. Wood, Esquire.

ARTICLE X. THE INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

Bradley J. Wood 2600 9th Street North St. Petersburg, FL 33704

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 1998.



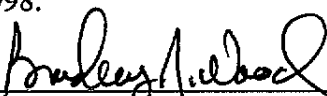
Bradley J. Wood, Esq., Incorporator

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STATE OF FLORIDA
TALLAHASSEE

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under Section 617.0503, Florida Statutes.

Dated this 22nd day of September, 1998.



Bradley J. Wood, Esq., Registered Agent