

N99000005263

August 22, 1999

LEND A HAND, Inc.
7844 Gregory Drive #1702
Jacksonville, FL 32210-4689

800002955438--5
-08/10/99-01031-013
*****70.00 *****70.00

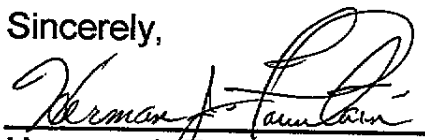
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear madam,

Please find enclosed an amended set of corporation papers. Since
Helping Hands was not available, we have chosen the above-mentioned
company title.

I may be reached during the day at:
(904) 782-3811, ext. 431

Sincerely,



Herman J. Fountain
President

Herman J. Fountain GAVE
AUTHORIZATION BY PHONE TO
CORRECT Set IV
DATE 9-2-99
DCC. EXAM OB

FILED

SEP -2 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
9-2-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 1999

HERMAN J. FOUNTAIN
7844 GREGORY DR., #1702
JACKSONVILLE, FL 32210-4689

SUBJECT: HELPING HANDS, INC.
Ref. Number: W99000018889

We have received your document for HELPING HANDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 499A00041150

Articles of Incorporation of the undersigned, whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I

The name of the corporation shall be:

LEND A HAND, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation is:

LEND A HAND, Inc.
7844 Gregory Drive #1702
Jacksonville, FL 32210-4689

ARTICLE III

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, to include but not be limited to:

1. Provide support and guidance for adolescents, adults, and the elderly.
2. Prepare and motivate young people to reach their academic, professional, and religious potential.
3. Reduce the incidence of crime among adolescents and young adults.
4. Feed and clothe the needy.
5. Conduct research to measure program effectiveness.

ARTICLE IV

Incorporators

The names and street addresses of the initial officers of said corporation are:

Herman J. Fountain, President / DIRECTOR
7844 Gregory Drive #1702
Jacksonville, FL 32210-4689

Vivian Smith Maxwell, Vice-President / DIRECTOR
989 Celebrant Drive
Jacksonville, FL 32225

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TALLAHASSEE FLORIDA

Sheila L. Smith, Secretary / DIRECTOR
490 S. Stone Mountain Lithonia Rd, #134
Stone Mountain, GA 30088

Vivian Smith Maxwell, Treasurer
989 Celebrant Drive
Jacksonville, FL 32225

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. 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 of any candidate for public office. 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 VI

Directors are elected in accordance with requirements outlined in the bylaws.

ARTICLE VII

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 the 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 a 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.

ARTICLE VIII
Initial registered agent and street address

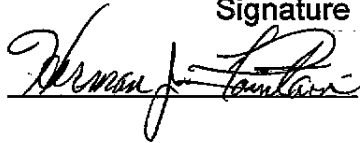
The name of the street address of the initial registered agent is

Herman J. Fountain
7844 Gregory Drive #1702
Jacksonville, FL 32210-4689

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TALLAHASSEE FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 22nd day
of August, 1999.

Signature of Incorporator:



Herman J. Fountain

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

LEND A HAND, Inc.

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

Herman J. Fountain
7844 Gregory Drive #1702
Jacksonville, FL 32210-4689

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.

Herman J. Fountain

8/30/99

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TALLAHASSEE FLORIDA