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Law Offices

D. Justin Niles, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 21, 1999

VIA FEDERAL EXPRESS

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*****122.50 *****78.75

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation of Police Chaplains of the Unite State of America, Inc.

Ladies and Gentleman:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with our firm's check #6956 in the amount of \$122.50 for same. Please return a copy of the filed Articles to our offices. If you have any questions or comments regarding this document, please feel free to call our toll free number (800) 811-4924.

Very truly yours,

Gail Tomlin

Gail Tomlin
Secretary for D. Justin Niles

Enclosure
gft

**ARTICLES OF INCORPORATION
OF
POLICE CHAPLAINS of the UNITED STATES OF AMERICA, INC.**

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**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be:

POLICE CHAPLAINS of the UNITED STATES OF AMERICA, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be:

2467 Muir Circle
Wellington, Florida 33414

**ARTICLE III.
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V.
TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI.
PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII.
SPECIAL PROVISION**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

**ARTICLE VIII.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

<u>Name</u>	<u>Address</u>
Joseph Capasso	2467 Muir Circle, Wellington, Florida 33414

**ARTICLE IX.
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

**ARTICLE X.
INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Joseph Capasso	2467 Muir Circle, Wellington, Florida 33414

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.
OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

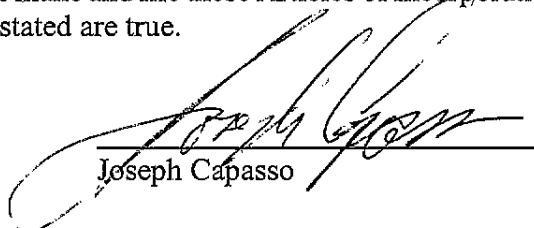
<u>Name</u>	<u>Address</u>
Joseph Capasso President, Secretary and Treasurer	2467 Muir Circle, Wellington, Florida 33414

**ARTICLE XII.
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
Joseph Capasso	2467 Muir Circle, Wellington, Florida 33414

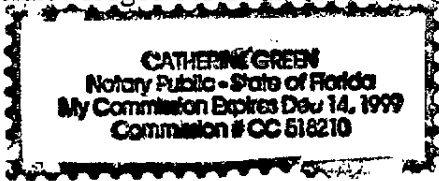
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

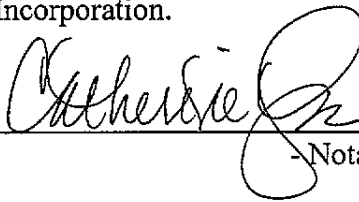


Joseph Capasso (SEAL)

State of Florida
County of Palm Beach

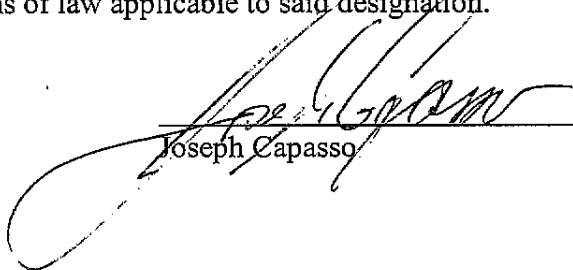
Before me this 31st day of May, 1999 personally appeared Joseph Capasso, who is [X] is personally known to me, or who [] has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.





-Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Joseph Capasso

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TALLAHASSEE, FLORIDA