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FELDMAN & ROBACK

ATTORNEYS AT LAW

MARC H. FELDMAN

JOSEPH ROBACK

3908 26TH STREET WEST • BRADENTON, FLORIDA 34205-3510 • 941/758-8888 • FAX 941/751-5556

6 January 2000

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

Re: Help Through Love Foundation, Inc.
F&R File No. 99-0938

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Yours truly,



Marc H. Feldman
MHF/ksh

18Apr99 06Jan00 15:53:05

cc: Ross E. Toussaint

00 JAN 11 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
HELP THROUGH LOVE FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are adopted for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, to be filed with the Florida Department of State, as follows:

ARTICLE I

The corporation is being formed by Ross E. Toussaint, as Incorporator, whose address is 536 General Harris Street, Longboat Key, Florida 34228.

ARTICLE II

The name of the corporation is Help Through Love Foundation, Inc. The address of its principal office is the same as its mailing address, which is 536 General Harris Street, Longboat Key, Florida 34228. The principal office address and mailing address may be changed on any one or more occasions by two-thirds vote of the Directors.

ARTICLE III

The corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Department of State and it shall exist perpetually thereafter.

ARTICLE IV

The corporation is organized exclusively for nonprofit purposes, specifically to provide financial assistance through grants and direct gifts to families facing personal financial crises which cannot otherwise be resolved through their own efforts and which, if left unresolved, would likely result in unnecessary hardship and suffering for the families.

ARTICLE V

The corporation shall not issue shares of stock and membership in the corporation shall be evidenced by Membership Certificates which shall contain a statement that the corporation is a nonprofit

corporation. The qualifications for membership in the corporation shall be regulated and controlled by provisions in the bylaws of the corporation.

ARTICLE VI

The corporation shall be governed by a Board of Directors and there shall be an initial board of three Directors. The number of Directors may be changed by provisions in or amendments to the bylaws, but the number of Directors shall never be less than three. The initial Directors shall hold office until the election of successor Directors by the members or until their earlier resignation or removal in accordance with the bylaws and Florida law. Directors shall be elected by majority vote of the members in such manner, at such times, and for such terms as are specified in the bylaws. The following persons shall be the initial Directors of the corporation, whose names and addresses are:

Ross E. Toussaint, 536 General Harris Street, Longboat Key, Florida 34228
Michele Toussaint, 536 General Harris Street, Longboat Key, Florida 34228
Theresa Toussaint, 108 Hall Avenue, Meriden, Connecticut 06450

ARTICLE VII

The Corporation shall have the following as its officers: President, Vice President, Secretary, and Treasurer, together with such other officers as may be specified in the bylaws. The duties and responsibility of each respective office shall be as stated in the bylaws. Officers shall be elected by majority vote of the Directors in such manner, at such times, and for such terms as are specified in the bylaws.

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors; however, the members of the corporation may also adopt, alter, amend, or repeal by-laws in which event the members may provide in any bylaw made by them that such bylaw shall not be altered, amended, or repealed by the Directors.

ARTICLE IX

The registered office of the corporation shall be at 3908 26th Street West, Bradenton, Florida 34205, and the initial registered agent at that address is Marc H. Feldman. Such registered office and agent may be changed by majority vote of the Directors.

ARTICLE X

Amendment of these Articles of Incorporation shall require not less than two-thirds vote of the members, at any regular meeting of the members or at any special meeting of the members called for that purpose.

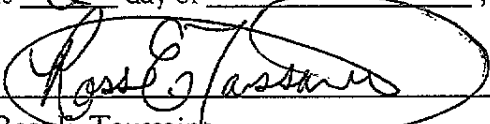
ARTICLE XI

No dividends shall be paid by the corporation and no part of the income of the corporation shall be distributed to its members, Directors, or Officers, or other persons, except that the corporation may pay reasonable compensation for services rendered and may confer benefits upon its members in conformity with the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation, and the corporation shall not participate or intervene (which includes the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XII

Upon the dissolution of the corporation, the Board of Directors shall provide for the payment of all liabilities of the corporation, and shall thereafter dispose of all remaining assets of the corporation exclusively in conformity with the purposes of the corporation, or to such organization or organizations existing and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law. Such disposition shall be within the discretion of the Board of Directors and any assets not disposed of in the foregoing manner shall be disposed of by the Circuit Court for Manatee County, Florida, exclusively for the same purposes or to the same qualified organizations.

In Witness Whereof, these Articles are subscribed this 6 day of DEC., 1999

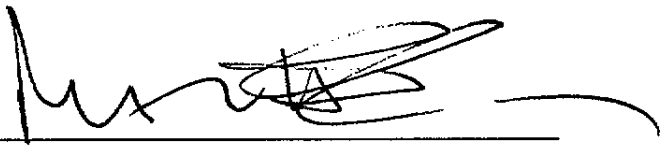

Ross E. Toussaint

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as registered agent for Help Through Love Foundation, Inc., and will maintain the registered office of the corporation at 3908 26th Street West, Bradenton, Manatee County, Florida 34205-3510. I am familiar with and accept the obligations imposed upon me as Registered Agent by Florida Law.

Dated this 24 day of DECEMBER, 1999.



Marc H. Feldman