

TRANSMITTAL LETTER

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(Proposed corporate name - must include suffix)

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NOTE: Please provide the original and one copy of the articles.

OK per BC

P_{27}

ARTICLES OF INCORPORATION

Article I Name

The name of this corporation is **You & Me The World Of Giving, Inc.**

It is a not-for-profit organization incorporated in the State of Florida.

Article II Principal Office

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

2123 Highway 98 North
Lakeland, FL 33805

Article III Purpose

The Corporation shall serve as a vehicle to raise funds, purchase goods and services and distribute the same to needy persons in Southeast Asia.

Goods and services shall include but shall not be limited to: clothing, medical supplies and services, and other goods or services for the education, health and well being of needy persons. All activities of this corporation shall be under the IRS Section 501 (c) 3.

Article IV Manner of Election of Directors

Organizing Directors shall assume the office of Director following incorporation. The directors shall fill vacancies on the Board as they occur. Directors shall remain in office until their successors shall have succeeded to the office. The Directors shall be elected for a term of office for three years with not more than two directors being elected each year.

The Executive Director shall be elected annually for a term of one year. The Secretary/Treasurer shall be elected for a term of two years.

Article V Governance

The Board of Directors of the corporation is the governing body of the organization. It shall consist of the Executive Director and not more than five Directors. Two-thirds of the Board members shall constitute a quorum for the transaction of business. Members of the Board of Directors may cast their vote only in person except as provided for in a mail vote. No Board member may transfer their right to vote to another individual. Resolutions may be proposed only by a current member of the Board of Directors.

The Board of Directors may authorize any officer and officers, agent or agents of the organization, in addition to the Officers so authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances.

FILED
00 JAN 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

You & Me The World Of Giving, Inc.

Article VI Initial Registered Agent and Street Address

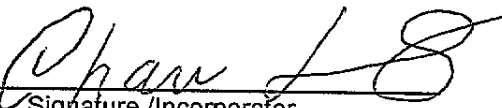
The name and Florida address of the initial registered agent are:

William F. Wyllie
Wyllie Accounting Services
10321 Dude Lane
Thonotosassa, FL 33592

Article VII Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Chau L. Duryee
2123 Highway 98 North
Lakeland, FL 33805

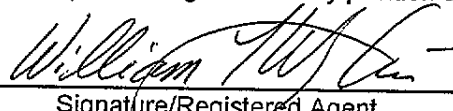


Signature /Incorporator

01-26-2000

Date

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/Registered Agent

January 26-2000

Date