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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 8, 2000

Return Receipt Requested Z 184-377 920

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

Re: Care House, Inc.

600003130106--6
-02/09/00--01102--004
*****78.75 *****78.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,

Derrick Bennett
Derrick Bennett

DB:hvs

Enclosures as stated.

7/4 2/15/2000

ARTICLES OF INCORPORATION

OF

Care House, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Care House, Inc. hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III - REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is c/o Tony Pons, 322 Hidden Island Drive, Panama City Beach, Florida, 32408, and the name of the initial registered agent for the Corporation is Derrick Bennett whose address is 112 East Third Court, Panama City, Florida, 32401.

ARTICLE IV - PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, for the following purpose of building homes for needy children to benefit school systems or needy families..

ARTICLE V - POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(c) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate in any political campaign on behalf of any candidate for public office.

ARTICLE VI - MEMBERSHIP

Section 1. Members. The Members of the Corporation shall be: Tony Pons, President, 322 Hidden Island Drive, Panama City Beach, FL 32408; Marc Nolen, 99 Oakleaf, Panama City Beach, FL 32408, Brent Brown, 1009 West Street, Panama City, FL 32401; April Gregory, Secretary/Treasurer, 1303 Rhode Island, Lynn Haven, FL 32444, Billy May, Vice President, 3214 FL Avenue, Panama City, FL 32405 and Anthony DuBose, Post Office Box P. O. Box 18439, Panama City Beach, FL 32417.

Section 2. Transfer Of Membership. Membership in the Corporation is not transferrable or assignable.

ARTICLE VII - SUBSCRIBERS

The name and address of the incorporator of this Corporation is: Tony Pons, 322 Hidden Island Drive, Panama City Beach, FL

32408.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles Of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) natural persons. The number of directors may be increased or decreased as provided by the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than nine (9) directors. The term of office of each director shall be two years. Each director shall be nominated by the Corporation and confirmed in office by the Sole Member in its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor.

The following persons shall constitute the initial Board of Directors and shall serve until their successors are confirmed: Tony Pons, President, 322 Hidden Island Drive, Panama City Beach, FL 32408; Marc Nolen, 99 Oakleaf, Panama City Beach, FL 32408, Brent Brown, 1009 West Street, Panama City, FL 32401; April Gregory, Secretary/Treasurer, 1303 Rhode Island, Lynn Haven, FL 32444, Billy May, Vice President, 3214 FL Avenue, Panama City, FL 32405 and Anthony DuBose, Post Office Box P. O. Box 18439, Panama City Beach, FL 32417.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer, or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X - ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors by vote of a majority of its number, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors by vote of a majority of its number, may amend, alter or repeal any provision to these Articles of Incorporation.

ARTICLE XII - ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Corporation, all of its assets

remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to not-for-profit entities similar to Corporation or its successor, subsidiary or affiliate, or to one or more organizations exempt as organizations described in Section 501(c)(3) of the Code; and any assets so distributed shall be used exclusively for a public purpose.

ARTICLE XIV

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provisions of the articles of incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, I do make and file these Articles Of Incorporation hereby declaring and certifying under oath that the facts herein are true, and I accordingly set my hand and seal at Panama City, Florida on the date indicated below.

Date: 3 Feb 2000



Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared _____ who produced his/her valid Florida Driver's License as identification and who is known to me to be the person described in and who executed the foregoing Articles Of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 8 day of April, 2000.



NOTARY PUBLIC

Print Name: _____

My Commission Number: _____

My Commission Expires DERICK BENNETT

Notary Public - State of Florida
My Commission Expires May 16, 2000
Commission No. CC 555518

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

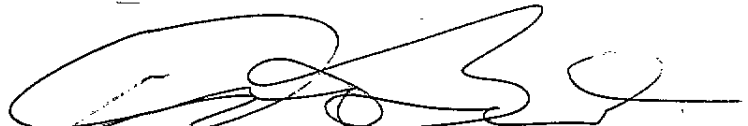
In compliance with §48.901, Florida Statutes, the following is submitted.

FIRST that Care House, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at Tony Pons, 322 Hidden Island Drive., Panama City Beach, Florida 32408, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 3 day of Feb, 2000.


Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent