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February 11, 2000

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

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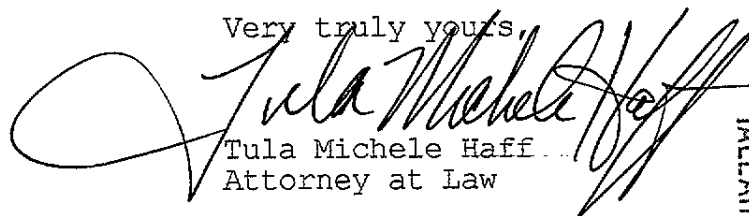
**RE: Articles of Incorporation of
EXPANDING HORIZONS, INC.
Our File No.: 11078**

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firms check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,



Tula Michele Haff
Attorney at Law

Enclosures

cc: EXPANDING HORIZONS, INC.

FILED
00 FEB 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 17 2000

FILED

ARTICLES OF INCORPORATION
OF
EXPANDING HORIZONS, INC.
(A Nonprofit Corporation)

00 FEB 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is EXPANDING HORIZONS, INC.

ARTICLE II - ADDRESS

The mailing address of this corporation shall be: 2237
Eastmeadows Road, Lakeland, Florida 33813.

ARTICLE III - MISSION

The commitment for which this Corporation is organized is the renewing of hope by helping people see beyond their present circumstances. Hope that life can be better will inspire people to take the steps necessary to make their life better. The corporation will provide the necessary training, encouragement, counsel, and tools to expand the horizon for those whose view of their potential may be limited by present circumstances.

ARTICLE IV - PURPOSES

The purposes for which this Corporation is organized are:

(a) To engage in any activity or business permitted a not for profit corporation under the laws of the United States and Florida and, although it may have authority under such laws to do certain things, it shall not be authorized to do anything that it would not be permitted to do under Section 501(c)(3) of the Internal Revenue Code and still remain an exempt corporation to which gifts made by individuals are deductible by such donors; and

(b) To exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.021, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the same would cause the Corporation to violate any of the provisions contained in Article IX.

ARTICLE V - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing of these Articles of Incorporation.

ARTICLE VI - TYPE OF CORPORATION

The corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed is by popular vote at an annual general meeting, the date for which will be at the discretion of the Board of Directors. Votes will be counted on the basis of one vote per member.

ARTICLE VIII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE XI - PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

(a) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(b) The Corporation shall not carry on any other 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 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; provided, however, 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 this Article.

ARTICLE X - DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE XI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to twenty (20) members. The number of directors may be increased or decreased from time to time by vote of the members, but in no case shall the number of directors be less than one (1) nor more than twenty (20).

ARTICLE XII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation shall be 2237 Eastmeadows Road, Lakeland, Florida 33813, and the initial registered agent of this corporation at that address is George Lock.

ARTICLE XIII - MEMBERS

The authorized number and qualifications of members of the corporation, and other rights and privileges of members, and their liability for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws. The corporation shall have no more than one class of members. Membership shall not be transferable.

ARTICLE XIV - BYLAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the members, except that the Board of Directors may not amend or repeal any By-Law adopted by the members if the members specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The By-Laws of the corporation may be made, altered, or rescinded at any annual meeting of the corporation, or at any special meeting duly called for such purpose, upon the affirmative vote of a majority of members existing at the time of and present at such meeting except that the initial By-Laws of the corporation shall be made and adopted by the Board of Directors.

ARTICLE XV - AMENDMENTS

The corporation reserves the rights to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation.

ARTICLE XVI - DISSOLUTION OF CORPORATION

Upon a dissolution of the corporation or winding down of its affairs, the assets of the corporation will be applied and distributed as follows:

(a) All liabilities and obligations of the corporation will be paid, satisfied and discharged, or adequate provision will be made therefore;

(b) Assets held by the corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, will be returned, transferred or conveyed in accordance with such requirements; and

(c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) will be disposed of exclusively for the purpose of the corporation in such a manner, or to such an organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the members of Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
George Lock	2237 Eastmeadows Road Lakeland, Florida 33813

The Incorporator assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation; this assignment becoming effective on the date corporate existence begins.

George A. Lock
George Lock, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation of EXPANDING HORIZONS, INC., were acknowledged before me this 11th day of February 2000, by George Lock, as Incorporator, and who produced Personally Known as identification.

My Commission Expires: _____ Notary Public



Tula Michele Haft
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

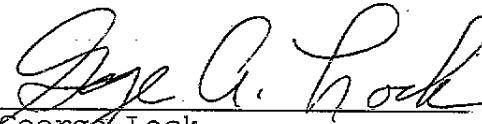
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered agent, in the State of Florida:

1. The name of the corporation is: EXPANDING HORIZONS, INC.

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

<u>Name</u>	<u>Address</u>
George Lock	2237 Eastmeadows Road Lakeland, Florida 33813

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.


George Lock
2-11-00 (DATE)

FILED
00 FEB 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA