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Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

VIA FEDERAL EXPRESS

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February 16, 2000

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Articles of Incorporation for
Children in Distress, Inc.

Dear Sir or Madam:

We have enclosed an original and one (1) copy of the Articles of Incorporation for Children In Distress, Inc., a new Florida not for profit corporation, and a check in the amount of \$122.50. The check is for the \$70.00 filing fee and \$52.50 for a certified copy of the Articles.

Thank you for your assistance in this matter. If you have any questions or need further information, please call me.

Sincerely,

Linda L. Fleming
Linda L. Fleming

Enclosures

cc: Rev. Dr. John Walmsley (via fax)

FILED
00 FEB 17 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 2/22/2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES
OF INCORPORATION
OF
CHILDREN IN DISTRESS, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following articles of incorporation for such corporation.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be Children in Distress, Inc. (the "Corporation"). The Corporation's principal office shall be located at 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE II
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provisions of any applicable future United States internal revenue law or regulations (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes, including, without limitation, providing monetary support to Children in Distress, an English Registered Charity; and other tax-exempt charities, and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

The purposes of the Corporation shall be to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

ARTICLE III
POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise

attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV **DURATION**

The Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE V **MEMBERS**

The Corporation shall not have members.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. Number of Directors. The property, affairs, business and operations of the Corporation shall be managed by a Board of Directors. The number of directors may be increased or diminished from time to time in the manner provided in the Corporation's bylaws, but shall never be less than three (3) directors.

Section 2. Manner of Election or Appointment. The directors shall be appointed for a term of three (3) years and shall be elected or appointed in accordance with the Corporation's bylaws.

Section 3. Initial Directors. The name and address of the initial directors of the Corporation shall be:

Rev. Dr. John Walmsley
Unit 2, Thirsk Industrial Park
York Road, Thirsk, North Yorkshire
England YO7 3BX

Mrs. Patricia Walmsley
Unit 2, Thirsk Industrial Park
York Road, Thirsk, North Yorkshire
England YO7 3BX

Mr. John Boyle
Unit 2, Thirsk Industrial Park
York Road, Thirsk, North Yorkshire
England YO7 3BX

Mrs. Katrina Thomas
10, St. Hilda's Terrace
Whitby, North Yorkshire
England

Mr. Nicolae Ghinea
1711 Manzana Way
San Diego, California 92319
United States of America

ARTICLE VII **REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation shall be Buchanan Ingersoll Professional Corporation.

ARTICLE VIII **INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Linda L. Fleming, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

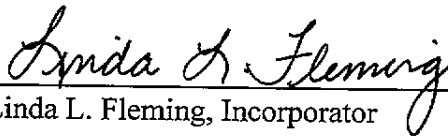
ARTICLE IX **DISSOLUTION AND LIQUIDATION**

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to one or more tax-exempt entities, including, without limitation, Children in Distress, an English Registered Charity (Registered Charity No. 1001327) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE X
AMENDMENT

The exclusive right to amend these Articles of Incorporation shall be vested in the board of directors of the Corporation.

Dated this 16th day of February, 2000.



Linda L. Fleming, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby accept said appointment, and agree to comply with the provisions relating thereto contained in the Florida Not For Profit Corporation Act.

Dated this 16th day of February, 2000.

BUCHANAN INGERSOLL PROFESSIONAL
CORPORATION

By: Linda L. Fleming
Linda L. Fleming
Authorized Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA