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FILED
00 MAY 19 PM 4:49
TALLAHASSEE, FLORIDA

January 21, 2000

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

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*****78.75 *****78.75

Re: Articles of Incorporation for: The Fundraising Center, Inc.

Enclosed herewith is a check in the amount of \$78.75 to defray the incorporation costs for the enclosed Articles of Incorporation for The Fundraising Center, Inc.

Please return the Articles of Incorporation to this office upon successful filing.

Also, as per your instructions, the Affidavit of Colleen Quarles, former President of The Fundraising Center, Inc., previously incorporated under your Letter Number 898A00058093, and subsequently volutarly inactivated, is also enclosed.

Please contact our office if there are questions regarding this matter.

Sincerely,

Francis M. Soffman

S. Thompeon MAY 24 2000

AFFIDAVIT

I, COLLEEN QUARLES, former President of The Fundraising Center, a non-profit Corporation, with corporate addresses previously located at 343 Almeria Avenue, Coral Gables, Florida 33134, incorporated on December 9, 1998, Letter Number 898A00058093, which was subsequently voluntarily inactivated, do hereby make known my intent not to reinstate this corporation and forever release all right and claim to this corporate name, number and any and all holdings to which the corporation might otherwise be entitled.

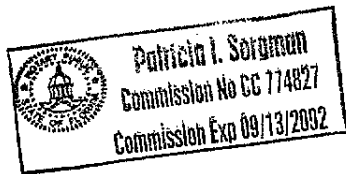


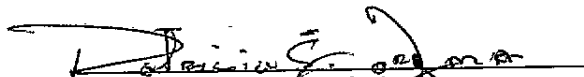
Colleen Quarles, President

STATE OF FLORIDA)

COUNTY OF PASCO)

Subscribed to and sworn before me this 16th day of May 2000 by Colleen Quarles.




Notary Public State of Florida

Typed, Printed, Stamped Name of Notary

 Personally known to me

 / Produced Identification

Type of Identification Produced Q 642-112-71-515-0

FILED
00 MAY 19 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE FUNDRAISING CENTER, INC.

FILED
00 MAY 19 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **THE FUNDRAISING CENTER, INC.**, (hereinafter "Corporation")

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 – DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.
The Directors of the Corporation shall be:

Steve Quarles
Colleen Quarles

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Colleen Quarles
Vice President:	Paul Marcon
Secretary:	Paul Marcon
Treasurer:	Colleen Quarles

ARTICLE 6 – PRINCIPAL OFFICE

The principal office of this Corporation is 12831 U.S. Highway 19, New Port Richey, Florida 34652 and the mailing address is the same.

ARTICLE 7 – INCORPORATORS

The names and street addresses of the incorporators of this Corporation are:

Colleen Quarles
3154 Converse Avenue
Spring Hill, Florida 34608

Paul Marcon
10490 Dunkirk
Spring Hill, Florida 34608

ARTICLE 8 – TERM OF EXISTENCE

The Corporation shall perpetual existence.

ARTICLE 9 – CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualification for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 3154 Converse Avenue, Spring Hill, Florida 34608. The name and address of the registered agent of this Corporation is Colleen Quarles, 3154 Converse Avenue, Spring Hill, Florida 34608.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

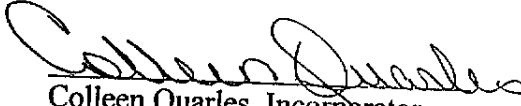
ARTICLE 15- AMENDMENT

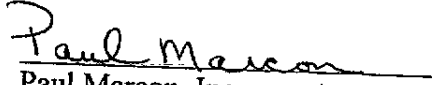
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

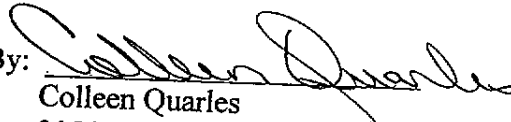
IN WITNESS WHEREOF, I we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16th day of May, 2000.


Colleen Quarles, Incorporator


Paul Marcon, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Colleen Quarles, having an address identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: 
Colleen Quarles
3154 Converse Avenue
Spring Hill, Fl. 34608