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FILL A BOWL, INC.
8610 29TH Street East
Parrish, Florida 34219

Josephine P. Duffy
President

July 12, 2000

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


FILED
00 JUL 17 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern,

Enclosed is our Articles of Incorporation for FILL A BOWL, INC., original and one copy. We have also enclosed our check in the amount of \$78.75 as the necessary fees for the filing of this corporation.

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

Thank you,


Dillon D. Fretwell
Accountant

ENCLOSURE JUL 2 0 2000

ARTICLES OF INCORPORATION

OF

FILL A BOWL, INC.

The following are Articles of Incorporation executed pursuant to the Florida Corporations Not-For-Profit Act, Florida Statutes, Chapter 617.

ARTICLE I

The name of this corporation is FILL A BOWL, INC.

ARTICLE II

The duration of this corporation shall be perpetual. Commencement of this corporation's existence shall be the time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

A. This corporation is formed for the following purposes:

1. To operate for the advancement of religion, charity, education, and other charitable purposes, by the distribution of its funds for such purposes;

2. For the purposes of helping the needy, homeless, and poverty stricken of the world.

3. To operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

B. The corporation may do all and everything necessary and proper for its purpose as a nonprofit corporation organized exclusively for charitable, religious, scientific and educational purposes pursuant to the Florida Corporations Not-For-Profit Act set forth in Florida Statutes, Chapter 617.

C. Notwithstanding any other provision of these Articles to the contrary, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of

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any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

This corporation shall have all the powers set forth in Section 617.021, Florida Statutes.

ARTICLE V

A. The only members of this Corporation shall be its trustees.

B. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets; nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI

This article shall be a certificate designating a registered agent and a registered and principal office.

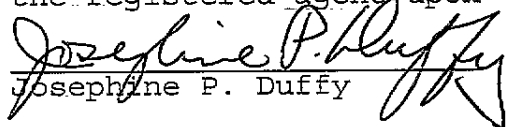
The name and address of this corporation's initial registered office and registered agent, in compliance with Section 607.324, Florida Statutes, are:

Registered Agent: Josephine P. Duffy

Registered Office: 8610 29TH Street East
Parrish, Florida 34219

I hereby agree to act in the capacity as said registered agent and agree to comply with the provisions of Section 48.091, Florida Statutes, in keeping the registered office of the corporation open every day from 10:00 a.m. to 12:00 noon, except Saturdays, Sundays and legal holidays, during which period of time as registered agent, I will be at said office in order to receive service of process.

I further agree to cause the corporation to keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of the registered agent upon whom service of process may be served.


Josephine P. Duffy

ARTICLE VII

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a board of trustees. The number of the trustees shall not be less than three (3). However, such number may be increased by a Bylaw duly adopted by the members of the corporation.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of members after they take office; and they may be re-elected. Special meetings of the general membership may be called at any time on thirty (30) days' notice for the recall or replacement of a trustee according to established Bylaws.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote in regular meeting of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the Articles of Incorporation of this corporation authorize the trustees so to act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Trustees are:

Josephine P. Duffy
8610 29TH Street East
Parrish, Florida 34219

Harriett Broyles
7312 Eleanor Circle
Sarasota, Florida 34223

Steven Morris
8745 28TH ST. Circle East
Parrish, Florida 34219

Callie Bradshaw
102 8TH Street East, Apt. 105
Palmeto, Florida 34221

ARTICLE VIII

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The board may elect such other officers as the Bylaws of this Corporation may authorize

the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President	Josephine P. Duffy	Secretary	Callie Bradshaw
Vice President	Harriett Broyles	Treasurer	Steven Morris

ARTICLE IX

The names and addresses of each subscriber are the same persons as set forth in Article VIII above.

ARTICLE X

The original Bylaws of this corporation shall be made, prepared and adopted by the Board of Trustees. Thereafter, the Bylaws may be added to, rescinded or amended by the general membership at a regular meeting or at any special meeting where such action is one of the purposes for which said meeting is called, by a majority of the members present.

ARTICLE XI

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a quorum of members for their vote. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XII

The property of this Corporation is irrevocably dedicated to charitable purposes, and or part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals this 11 day of Oct., 1997. July, 2000

Josephine P. Duffy
Josephine P. Duffy

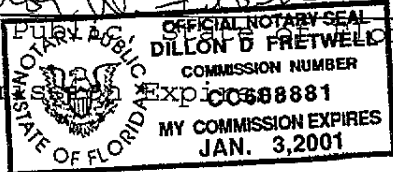
Harriett Broyles
Harriett Broyles

Steven Morris
Steven Morris

Callie Bradshaw
Callie Bradshaw

STATE OF FLORIDA }
COUNTY OF LEE }

The forgoing instrument was acknowledged before me this 11 day of ^{July}~~May~~, 2000, by Josephine P. Duffy, Harriett Broyles, Steven Morris and Callie Bradshaw, of FILL A BOWL, INC., a Florida non-profit corporation, on behalf of the corporation.

Dillon D. Fretwell
Notary Public, State of Florida
My Commission Expires 0388881


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