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July 14, 2000

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

Re: Unity Won, Inc.

Dear Sirs:

Enclosed please find for filing Articles of Incorporation for the captioned not profit corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee, resident agent designation, and certified copy of Articles of Incorporation. Kindly mail the certified copy to my above listed office.

Sincerely,

Constance Felos

Constance M. Felos

CMF/cg
Encls.

F. CHESLER JUL 28 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

UNITY WON, INC.

ARTICLE I

The name of the corporation is: UNITY WON, INC.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The address and principal office of the corporation is: 640 Douglas Avenue,
Dunedin, Florida, 34698, and the mailing address of the corporation shall be the same.

ARTICLE IV

a. This corporation is a not for profit corporation and is organized to engage and operate exclusively in religious, charitable and educational activities within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

b. No part of the net earnings of this corporation shall inure to the benefit of any member, trustee or officer of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes).

c. No substantial part of the activities of this corporation shall be the carrying on of propaganda or other attempts to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any

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political campaign on behalf of any candidate for public office.

d. Upon the dissolution of this corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify for the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, and no member, trustee or officer of this corporation, or private individual shall be entitled to share in the distribution of any of the assets.

e. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

f. In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

The corporation's initial registered office and the corporation's initial registered agent at such address are as follows: CONSTANCE M. FELOS, 640 Douglas Avenue, Dunedin, Florida, 34698.

ARTICLE VI

The affairs of the corporation shall be managed under the direction of the Board of Trustees, said Board to initially consist of four individuals. The manner of election of Trustees shall be as stated in the corporate By-Laws. The name and address of the persons who are to serve as initial Trustees are as follows:

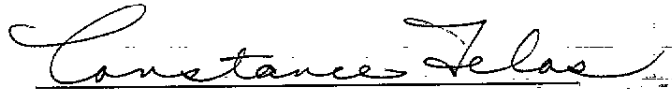
ROSE N. BILAL	111 E. Plymouth Street Tampa, Florida 33603-5749
STACY ANN HATCHER	963 Suwanee Street Safety Harbor, Florida 34695
ANITA SHUMWAY	2818 Countryside Blvd. Clearwater, Florida 33761
MARGARET R. SINCLAIR	319 Bailey Street Safety Harbor, Florida 34695

ARTICLE VII

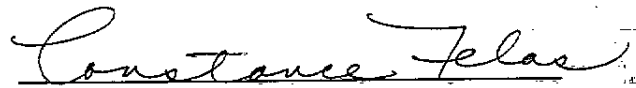
The name and address of the incorporator is as follows: CONSTANCE M. FELOS, 2210 Harbor View Drive, Dunedin, Florida, 34698.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 17th day of July, 2000, and declares under penalty of perjury that the

statements contained in the foregoing Articles of Incorporation are true.


Constance M. Felos

I HEREBY accept the foregoing designation as Registered agent for UNITY
WON, INC. and I am familiar with and accept the obligations of the position of
Registered Agent under Chapter 607, Florida Statutes.


Constance M. Felos, Esq.

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