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PIERRE A. L. MOMMERS
ATTORNEY AT LAW

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Melbourne, FL 32935

Telephone: (321) 751-1000

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July 25, 2000

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-07/31/00-01108-003

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

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

Re: Make a Difference Program, Inc.

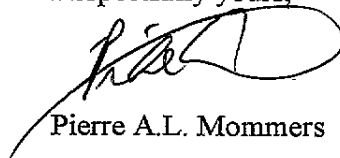
Dear Sir or Madam:

Enclosed please find one (1) original of the Articles of Incorporation and the Acceptance of Designation of Registered Agent, along with a check in the amount of \$78.75 representing the following:

\$35.00 fee for filing the Articles of Incorporation;
\$35.00 fee for filing the designation of resident agent; and
\$ 8.75 fee for one (1) certified copy of Articles of Incorporation.

If you have any questions, or require additional information, please do not hesitate to contact me. Thank you for your attention in this matter.

Respectfully yours,


Pierre A.L. Mommers

PALM/sm
cc: Gene McDonnell

encls.

638-632-524
W00-19303

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 10 PM 3:20

Member of: Florida & New York Bar, State and Federal
E-mail: pmommers@compuserve.com

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 10 PM 3:20

August 7, 2000

Florida Department of State
Division of Corporations
Att: Claretha Golden, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

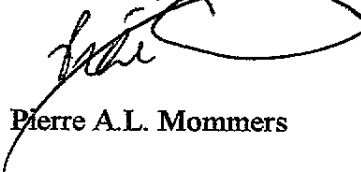
Re: Make A Difference Program, Inc.
Ref. Number: W00000019303

Dear Ms. Golden:

Thank you for your correspondence dated August 3, 2000, a copy of which is enclosed herewith. Pursuant to your letter, the Articles of Incorporation for the above-referenced entity have been amended. An original and one copy are enclosed herewith for filing.

If you require additional information, please feel free to contact me. I look forward to hearing from you.

Respectfully yours,



Pierre A.L. Mommers



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 10 PM 3: 20

August 3, 2000

PIERRE A. L. MOMMERS, ESQUIRE
2351 W. EAU GALLIE BOULEVARD
SUITE I
MELBOURNE, FL 32935

SUBJECT: MAKE A DIFFERENCE PROGRAM, INC.
Ref. Number: W00000019303

We have received your document for MAKE A DIFFERENCE PROGRAM, INC.. However, the document has not been filed and is being returned for the following:

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

A NON-PROFIT CORPORATION CANNOT HAVE SHARES OF STOCK OR STOCKHOLDERS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00042146

**ARTICLES OF INCORPORATION
OF
MAKE A DIFFERENCE PROGRAM, INC.**

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS

00 AUG 10 PM 3:20

THE UNDERSIGNED, acting as incorporator for the purpose of forming a nonprofit corporation under the Florida Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – Name

The name of the corporation shall be Make A Difference Program, Inc. (hereinafter referred to as “the corporation.”).

ARTICLE II – Principal Office

The principal place of business and mailing address of the corporation shall be 1117 Cheyenne Drive, Indian Harbour Beach, Florida, 32937.

ARTICLE III – Purpose

The corporation may engage in any activity or business permitted under the laws of the State of Florida, which may include establishing a lecture program to tour high schools in the State of Florida to help junior high and high school students deal with issues common to students of their age groups.

ARTICLE IV – Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE V – Board of Directors

The initial Board of Directors shall be appointed by the incorporator. Any changes concerning the number of directors making up the Board of Directors, the qualifications of individuals, corporations, and other entities entitled to be directors, and the manner in which directors shall be elected or appointed, shall be provided for in the Bylaws of the corporation, as amended.

ARTICLE VI - Officers

The general officers of the corporation may be the President, Vice-President, Secretary, and Treasurer. The initial officers shall be appointed by the incorporator. Any changes concerning the qualifications of the persons entitled to be officers, and the manner in which officers shall be elected or appointed, shall be provided for in the Bylaws of the corporation, as amended. The principal duties of each officer shall be prescribed in the Bylaws of the corporation, as amended.

ARTICLE VII - Indemnification

The corporation shall indemnify and hold harmless from liability any incorporator, director, and/or officer of the corporation, to the full extent permitted by law.

ARTICLE VIII – Initial Registered Agent

The name and address of the initial registered agent in Florida for the corporation are

Pierre A.L. Mommers,
2351 W. Eau Gallie Blvd., Suite 1, Melbourne, Florida 32935.

ARTICLE IX - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Gene McDonnell
1117 Cheyenne Drive, Indian Harbour Beach, Florida 32937

ARTICLE X - 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 holders of outstanding shares of stock, if any, and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders, if any, sign a written statement manifesting their intent that a particular amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have made and subscribed these articles of incorporation at Melbourne, Brevard County, Florida, on July 25, 2000.


Gene McDonnell

SWORN TO AND SUBSCRIBED before me this 25 day of July, 2000, by Gene McDonnell, (☒) who is personally known to me or () produced _____ as identification.


NOTARY PUBLIC

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent in the articles of incorporation of this corporation, I hereby consent to accept service of process for this corporation at the place designated above and in the articles of incorporation, and 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.


Pierre A.L. Mommers
REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 10 PM 3:20