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FILED  
00 AUG 15 PM 3: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 8, 2000

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

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-09/30/99--01047--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Conversion of The Helpline USA, Inc. from a Profit Corporation to a Not For Profit Corporation  
# P99000037489

Dear Secretary of State:

As your records will disclose, I represent the above corporation, and on September 28, 1999, filed with your office one original and a copy of the Articles of Incorporation of my client THE HELPLINE USA, INC. for purposes of conversion of this corporation from a For Profit Corporation to a Not For Profit Corporation.

The original corporation was filed under document number P99000037469.

Affixed to the Articles at that time was the approval of the Circuit Court Judge. However, the document contained an error, in that the complete name of the corporation was not written out.

I have now remedied the problem, and am enclosing the amended approval of the court, dated August 7, 2000, under Case # 99-8445-AN. The Judge has affixed his signature, after finding compliance with Florida Statutes 617.1806 and 617.1807.

OK per Be  
+ KB approved  
by court

DK  
8/15/00

I previously provided you with a check payable to the Secretary of State in the amount of \$70.00 which represented the statutory filing fee, which check you cashed. Since the corporation did not generate any revenue whatsoever, there are no taxes due.

Kindly issue a certificate showing receipt of the articles of incorporation with the endorsement of approval thereon, and kindly file the Articles of Incorporation, and return a stamped copy to my office.

Your assistance in establishing this corporation conversion is appreciated.

Very truly yours,

  
Donald S. Goldrich

Enclosures


AMENDED APPROVAL

Case NW-99-008440

BN

The Articles of Incorporation are approved by the Circuit Court of the 15<sup>th</sup> Judicial District in and for Palm Beach County, and all of the property of the THE HELPLINE USA, INC. a Florida for Profit Corporation shall become the property of the THE HELPLINE USA, INC., the successor corporation, a Florida Not for Profit Corporation, subject to all indebtedness and liabilities of the THE HELPLINE USA, INC., a Florida for Profit Corporation.

DONE AND ORDERED in Chambers, in West Palm Beach, Palm Beach County,  
Florida, this 7 day of August, 2000.

  
Circuit Judge

ARTICLES OF INCORPORATION

OF

THE HELPLINE USA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE ONE

The name of the corporation is THE HELPLINE USA, INC.

The principal address of the corporation is: 2716 Vandiver Drive, #3B, West Palm Beach, Florida 33409.

ARTICLE TWO

The purpose for which the corporation is organized is to provide individuals who will listen to, and participate in telephone communication twenty four hours per day, seven days per week with individuals experiencing personal problems who desire someone to talk to, or someone to simply listen to what they have to say. It provides an opportunity for someone to be able to talk to someone free of charge at any hour of the day, and allow the caller to express themselves without fear or recrimination.

ARTICLE THREE

The method for election or appointment of directors will be stated in the bylaws.

ARTICLE FOUR

The street address of its initial registered office is 3200 N.E. 14th Street, Pompano Beach, Florida 33062, and the name of its initial registered agent at such address is DONALD S. GOLDRICH.

I hereby am familiar with, and accept the duties and responsibilities as registered agent for said corporation.

  
DONALD S. GOLDRICH

## ARTICLE FIVE

The number of directors constituting the initial board of directors is one (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
DEWEY SWAIN ,P/S/D RAYMOND MELVIN , Dir JIM EMMA, Dir.	2716 Vandiver Drive, #3B, West Palm Beach, Fl 33409 335 Silver Moss LN, Tarpon Springs, FL 34689 66 Boyden Ave.,Maplewood, NJ 07040

## ARTICLE SIX

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

## ARTICLE SEVEN

The name and address of each incorporator is:

Name	Mailing Address
DONALD S. GOLDRICH	3200 N.E. 14th Street, Pompano Beach, Florida 33062

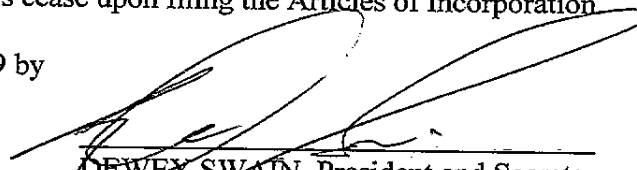
(signed)

  
Incorporator-DONALD S. GOLDRICH

## ARTICLE NINE

The powers of the incorporators cease upon filing the Articles of Incorporation

Executed on August 28, 1999 by

  
DEWEY SWAIN, President and Secretary

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