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McLEOD, McLEOD & McLEOD, P.A.

Attorneys and Counselors at Law

Post Office Drawer 950

Apopka, Florida 32704-0950

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September 28, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
OCT - 2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: APOPKAFL.COM, INC.

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-named corporation, and my firm's check in the amount of \$78.75 for the following fees:

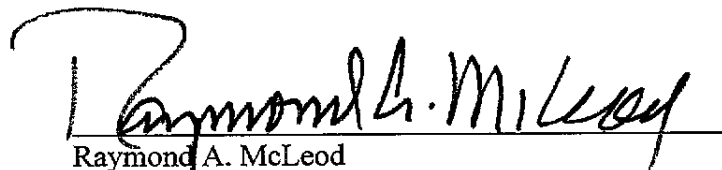
Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

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

Please file the original Articles and return a certified copy to me. Thank you for your prompt attention to this matter.

Sincerely,

McLeod, McLeod & McLeod, P.A.


Raymond A. McLeod

RAM/cr
Enclosures
c: APOPKAFL.COM, INC.



ARTICLES OF INCORPORATION
OF
APOPKAFL.COM, INC.

We, the undersigned natural persons, each over the age of twenty-one (21) years and being a citizen of the State of Florida, acting as Incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the corporation is APOPKAFL.COM, INC.

ARTICLE TWO - DURATION

The period of its duration shall be perpetual.

ARTICLE THREE - PURPOSES

This corporation is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by an appropriate court exercising jurisdiction in 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.

ARTICLE FOUR - RESTRICTIONS

(A) All of the property, assets, income, principal and contributions of the corporation are irrevocably dedicated to the charitable purposes stated above, and no part of the net earnings, properties or assets of this corporation shall at any time inure to the benefit of any private person or individual or any Director of this corporation and upon dissolution or liquidation of all

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properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated purely for charitable purposes as the Board of Directors shall determine and as shall at that time qualify as a tax exempt organization under §501(c)(3) of the Internal Revenue Code, or as the same may be amended.

(B) No substantial part of the activities of the corporation shall consist in attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(C) The corporation shall not engage in any of the prohibited transactions described in §503(c) of the Internal Revenue Code, as now in force and afterwards amended.

(D) The corporation shall not unreasonably accumulate income within the meaning of §504 of the Internal Revenue Code, as now in force or afterwards amended.

(E) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in §513 of the Internal Revenue Code, as now in force or afterwards amended.

(F) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of §501(c)(3) of the Internal Revenue Code, as now in fore or afterwards amended.

(G) No compensation shall be paid to any member, officer, director, creator or organizer of the corporation or substantial contributor to the corporation for such services except that a reasonable allowance for services actually rendered to or for the corporation may be paid.

(H) The corporation shall not be operated for the benefit of private interests such as contributors to the corporation or persons who are controlled directly or indirectly by such private interests.

ARTICLE FIVE - MEMBERSHIP

The corporation shall have no members, but will be controlled, managed and directed by its Board of Directors.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office is 345 East Main St, Apopka, Florida 32703, and the name of the initial Registered Agent at the same address is J KEVIN CONVERSE.

ARTICLE SEVEN - DIRECTORS

The number of Directors of the corporation shall not be less than three (3) nor more than nine (9). Until changed in accordance with the Bylaws of the corporation within the limits above stated, the number of Directors shall be three (3).

At the first meeting of the Directors, Bylaws of the corporation shall be adopted setting forth the tenure of the members of the Board of Directors, the manner of electing new members of the Board of Directors, and providing for staggered terms. Thereafter, Directors whose terms are expiring will be elected as provided for in the Bylaws.

The names and addresses of the persons who are to serve as Directors until the first meeting of the Board of Directors or until their successors are elected and qualified are:

NAME

ADDRESS

J KEVIN CONVERSE

345 East Main St.
Apopka, Florida 32703

SHARON L. O'DELL

345 East Main St
Apopka, Florida 32703

MARY P. WILDE


208 Faye Street
Apopka, Florida 32704


ARTICLE EIGHT - INCORPORATORS


The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
J KEVIN CONVERSE	345 East Main St Apopka, Florida 32703
SHARON L. O'DELL	345 East Main St Apopka, Florida 32703
MARY P. WILDE	208 Faye Street Apopka, Florida 32704

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of August,
2000.



J KEVIN CONVERSE


SHARON L. O'DELL


MARY P. WILDE

ACCEPTANCE BY REGISTERED AGENT

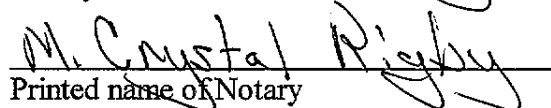
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **J KEVIN CONVERSE**, known to me to be the person who accepted designation as Registered Agent on behalf of APOPKAFL.COM, INC. and she acknowledged before me that she executed this Acceptance of Designation as Registered Agent freely and voluntarily.


J KEVIN CONVERSE

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 21st day of September, 2000.


Notary Public


Printed name of Notary

(SEAL)

My Commission Expires



[Apopkafl.com, Inc..Articles/07-27-00/RAM]

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