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GIBBS LAW FIRM, P.A.

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August 17, 2000

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

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-11/17/00-01028-002
*****78.75 *****78.75

SUBJECT: Love Thy Neighbor, Inc.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and certificate of designation-registered agent/registered office and a check for \$78.75 (filing fee and certified copy).

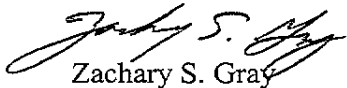
Once filed, please return the certified copy of the articles to:

Gibbs Law Firm, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS LAW FIRM, P. A.


Zachary S. Gray

FILED
00 NOV 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Love Thy Neighbor, Inc.**

FILED
00 NOV 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is LOVE THY NEIGHBOR, INC.

Article 2

The principle place of business and the mailing address of this corporation is 1481 Union Street, Clearwater, Florida, 33775, Pinellas County.

Article 3

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) for the enhancement of others' lives through the coordination and distribution of donated goods & services. Such enhancement may include, but is not limited to, the feeding and care of the homeless, children, single parents, and victims of disasters; the operating of a food pantry; the receiving of funds for and the distributing of funds to federally tax exempt organizations; and any other activity not prohibited to corporations under the Florida Not For Profit Corporation Act that is in furtherance of tax exempt purposes.

Article 4

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

Article 5

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the corporation set forth in Article 3.

Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all 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 operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 7

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 8

The corporation shall have a racially nondiscriminatory policy and therefore shall not discriminate against employees, participants, and others on the basis of race, color, or national or ethnic origin.

Article 9

The street address of the initial registered office of the corporation is 1481 Union Street, Clearwater, Florida, 33775, and the name of the initial registered agent of the corporation at the initial registered office is Jennie L. Legendy.

Article 10

The names and addresses of the initial directors of the corporation are:

| | |
|----------------------|-----------------------------------------------------------|
| Michael Drapkin, Jr. | 2717 Seville Boulevard, #14206, Clearwater, Florida 33764 |
| Jennie L. Legendy | 1481 Union Street, Clearwater, Florida, 33775 |
| William Sexton | 703A East Bay Drive, #203, Largo, Florida 33770 |

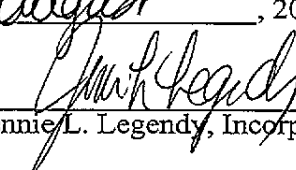
Article 11

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 12

The period of the duration of the corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 31st day of August, 2000.


Jennie L. Legendy, Incorporator

Certificate of Designation Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: LOVE THY NEIGHBOR, INC.

2. The name of the registered agent and office is: **JENNIE L. LEGENDY**, and the address of the registered office is: 1481 Union Street, Clearwater, Florida, 33775.

Acceptance By Registered Agent

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

8/31/00
Date



Jennie L. Legendy, Registered Agent

FILED
00 NOV 17 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA