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Roberts, Roberts & Roberts

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March 20, 2001

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*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended Articles of Incorporation for
Dreams to Reality, Inc.

Gentlemen/Ladies:

Please find enclosed Amended Articles of Incorporation which
I request you file.

Also enclosed is my firm check number 1473 in the amount
\$35.00 to represent the filing fee.

Please return a confirmation of the filing.

If you have any questions, please feel free to contact me.

Sincerely yours,

Bonnie A. Beil

BONNIE A. BEIL
Legal Assistant

BAB/bb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend + WC
4-9-01
SPX

**AMENDED
ARTICLES OF INCORPORATION
OF
DREAMS TO REALITY, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 617 (Not for Profit) of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DREAMS TO REALITY, INCORPORATED

ARTICLE II PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 6570 30th Avenue North, St. Petersburg, Florida 33710, and the mailing address of the corporation shall be the same

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization 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

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TALLAHASSEE, FLORIDA

any future United States Internal Revenue Law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed is by a majority vote of all Initial Directors and Officers.

ARTICLE V. INITIAL DIRECTORS/OFFICERS

The name and address of the Initial Directors/Officers are:

Carl G. "Jeff" Roberts, Director, President, Treasurer
6570 30th Avenue North
St. Petersburg, Florida 33710

Dwight Moody, Director, Vice President
3200 64th Street North
St. Petersburg, Fl 33710

Jodie Ballard, Director, Secretary
8802 109th Lane North
Seminole, Fl 34642

ARTICLE VI. REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Carl G. "Jeff" Roberts, and the street address of the initial registered agent of the corporation at that address is 6570 30th Avenue North, St. Petersburg, Fl 33710.

ARTICLE VII. TERM OF EXISTENCE

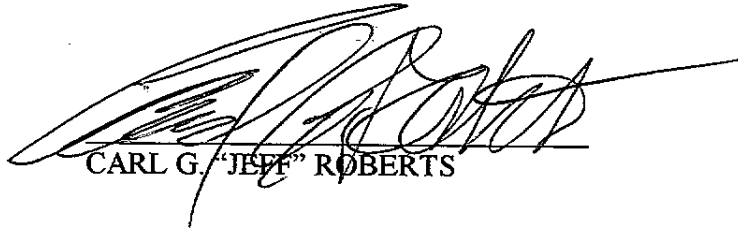
This corporation is to exist perpetually.

ARTICLE VIII. INCORPORATOR

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

Carl G. "Jeff" Roberts
6570- 30th Avenue North
St. Petersburg, Florida 33710

IN WITNESS WHEREOF, Carl G. "Jeff" Roberts, has hereunto set his hand and seal on
December 18, 2000.


CARL G. "JEFF" ROBERTS

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TALLAHASSEE, FLORIDA

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
DREAMS TO REALITY, INC.

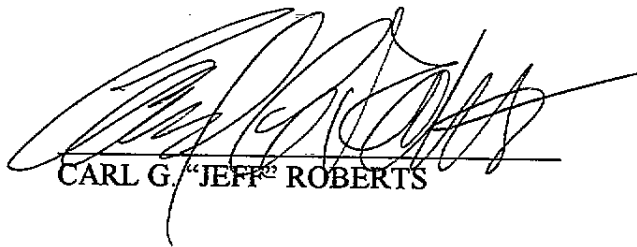
CARL G. "JEFF" ROBERTS, as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Carl G. "Jeff" Roberts, Director, President, Treasurer
6570 30th Avenue North
St. Petersburg, Florida 33710

Dwight Moody, Director, Vice President
3200 64th Street North
St. Petersburg, FL 33710

Jodie Ballard, Director, Secretary
8802 109th Lane North
Seminole, FL 34642

Dated: December 18, 2000



CARL G. "JEFF" ROBERTS