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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 11, 2001

~~December, 2000~~

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

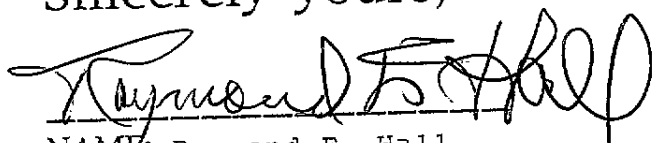
In Re: PRISON BOOK PROJECT, INC.

900003538949--4
-01/16/01-01146-006
*****70.00 *****70.00

Enclosed is an original and one copy of the articles
of incorporation FOR A NON-PROFIT and check for
\$70.00.

If there are any questions please do not hesitate to
call at the aforementioned telephone or telefax.

Sincerely yours,



NAME: Raymond E. Hall

ADDRESS: 4050 Song Dr., Cocoa, FL 32927

TELEPHONE: (321) 636-8474

1/18/01

ARTICLES OF INCORPORATION OF
PRISON BOOK PROJECT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I - Name.

The name of the corporation shall be:
PRISON BOOK PROJECT, INC

ARTICLE II - Principal Place of Business and Mailing Address:

The principal place of business and the mailing address of this corporation shall be:

%Raymond Hall, 4050 Song Drive, Cocoa, Florida 32927

ARTICLE III - Purposes

The specific purposes for which the corporation is organized are for:

To provide books of all types to those in prisons and jails and to support the ministry of those working in prisons and jails.

To advance work of other charitable groups and any other related or corresponding charitable purpose, including distribution of its funds for such purposes to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Revenue Law)

The general purposes for which this corporation is formed are:

To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, 1954, or corresponding provisions of any subsequent federal tax laws, including, for such provisions, the making of distributions to organizations which qualify as tax exempt organization under the Code, as aforesaid.

ARTICLE IV -TRUSTEES.

The Trustees shall have the power to admit trustees of the corporation in such manner, subject to such qualifications, and upon such terms and with such rights as may be provided from time to time by By-Laws of the corporation.

ARTICLE V. Trustee/ corporate powers..

The affairs of the corporation shall be managed by a Board of Trustees selected by members and/or by the trustees themselves

(A) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income therefrom, in such manner or manners, and at such time or times, as in the judgement of the trustees shall be suited to carry out the foregoing language, the acquisition by purchase, gift, rental, or otherwise and the management, care, sale or lease or other disposition of real property and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interest in personal property and interest in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees.

(B). To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust or by other privilege upon assignment of, or agreement in regards to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(C) To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages or in such other securities and property as may be provided for in the bylaws of the corporation subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such

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limitations and conditions are not in conflict with the provisions of Section 501c3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

It is intended in addition to convey all other corporate powers to this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI. Initial registered agent and street address:

The name and the street address of the initial registered agent is:

Raymond Hall, 4050 Song Drive, Cocoa, Fla 32927

ARTICLE VII. Incorporators

The name and the street address of the incorporator for these articles of Incorporation is:

Raymond Hall, 4050 Song Drive, Cocoa, Fla 32927

ARTICLE VIII. NON-PROFIT ITEMS

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THE PAYMENT OF REASONABLE COMPENSATION FOR SERVICES RENDERED WHEN DEEMED ADVISABLE BY THE BOARD OF TRUSTEES TO CARRY OUT THE PURPOSES SET FORTH IN ARTICLE IV.

(B) THIS CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION; NOR SHALL IT PARTICIPATE OR INTERVENE (BY PUBLICATION OR DISTRIBUTION OF ANY STATEMENTS OR OTHERWISE) IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE..

(C) NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501C3 OF THE INTERNAL REVENUE CODE OF 1954 (OR AS AMENDED) OR (B) BY A CORPORATION WHOSE CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170C2 OF THE INTERNAL REVENUE CODE OF 1954 (OR AMENDED).

ARTICLE IX. DISSOLUTION

UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF TRUSTEES SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION TO ANOTHER ORGANIZATION OR ORGANIZATIONS WHICH ARE ORGANIZED AND OPERATED FOR THE SAME PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS, LITERACY, OR SCIENTIFIC PURPOSE AS SHALL AT THE TIME AT TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATION UNDER SECTION 501C3 OF INTERNAL REVENUE CODE OF 1954 AS AMENDED, AS THE BOARD OF TRUSTEES SHALL DETERMINE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE CIRCUIT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE X.

THE TRUSTEES OF THIS CORPORATION SHALL HAVE NO RIGHTS, TITLE OR INTEREST WHATSOEVER IN ITS INCOME, PROPERTY, OR ASSETS, NOR SHALL ANY PORTION OF SUCH INCOME, PROPERTY, OR ASSETS BE DISTRIBUTED TO ANY TRUSTEES ON THE DISSOLUTION OR WINDING UP OF THIS CORPORATION. TRUSTEES OF THIS CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION AND SHALL NOT BE SUBJECT TO ANY ASSESSMENTS.

ARTICLE XI.

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR TRUSTEE OR ANY FORMER OFFICER OR TRUSTEE TO THE FULLEST EXTENT PERMITTED BY LAW.

The undersigned incorporator has executed these Articles of Incorporation this

11 day of ^{JANUARY} ~~December~~ 2000

Raymond E Hall

Raymond Hall Incorporator

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STATE OF FLORIDA

COUNTY OF BREVARD: SS

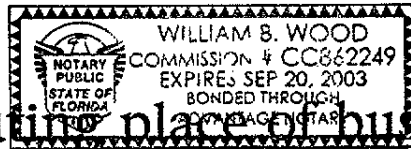
Before me, a notary public, authorized to take acknowledgments in the state and county set forth above, personally appeared Raymond Hall, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 11th day of ~~December 2000~~ JANUARY 2001



Notary Public

My Commission Expires



Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

Pursuant to the provisions of Section 607.0501 or 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/registered agent, in the State of Florida.

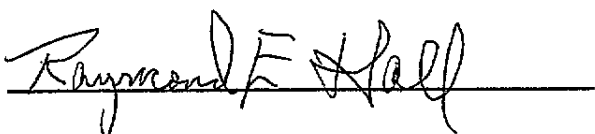
The name of the corporation is:

PRISON BOOK PROJECT, INC.

The name and address of the registered agent and office is:

Raymond Hall, 4050 Song Drive, COCOA, FLA 32927

Having been named as registered agent and to accept service of process for the above stated 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.



JANUARY 11
DECEMBER , 2000

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