CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Art of Inc. File LTD Partnership File_ Foreign Corp. File_ L.C. File__ Fictitious Name File Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name Corp Record Search_ Officer Search Fictitious Search_ Fictitious Owner Search_ Vehicle Search Driving Record_ J. BRYAN JUN 2 1 2001 UCC 1 or 3 File_ UCC 11 Search_ UCC 11 Retrieval Courier

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ARTICLES OF INCORPORATION OF THE ELISA FOUNDATION, INC. A Non-Profit Florida Corporation

ARTICLE I NAME OF THE CORPORATION

The name of the corporation shall be THE ELISA FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 1335 Highland Avenue, Dunedin, Florida 34698.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is to provide educational, social, medical and financial assistance to young, at risk children and their families in the State of Florida and elsewhere and to perform any lawful acts which shall accomplish the same.

ARTICLE IV MANNER OF ELECTION

There shall be an odd number of Directors/Trustees, not less than Three (3) nor more than Twenty-Five (25), as determined by the By-Laws, who shall be responsible for managing the affairs of the Corporation. Directors/Trustees shall be selected annually at the annual meeting.



ARTICLE V INITIAL DIRECTORS AND OFFICERS

The initial directors of the corporation are:

NAME

ADDRESS

Allan H. Kennedy

1335 Highland Avenue

Dunedin, Florida 34698

Phyllis D. Bryce

2830 Scobbe Drive

Palm Harbor, Florida 34683

Mike McKinney

1335 Highland Avenue Dunedin, Florida 34698

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial Registered Agent of the Corporation is: Allan H. Kennedy, 1335 Highland Avenue, Dunedin, Florida 34698

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: Allan H. Kennedy at 1335 Highland Avenue, Dunedin, Florida 34698.

ARTICLE VIII DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE IX BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors/Trustees of the Corporation.

ARTICLE X OFFICERS

Office

Name

Address

President

Phyllis D. Bryce

2830 Scobbe Drive

Palm Harbor, Florida 34683

Secretary/Treasurer

Phyllis D. Bryce

2830 Scobbe Drive

Palm Harbor, Florida 34683

IN WITNESS WHEREOF, I, the undersigned, being the sole original Incorporator to the Corporation, to do business within and without the State of Florida, do declare and certify that the facts stated herein are true and that I have executed this document for the purpose of becoming a non-profit Corporation under the laws of the State of Florida, and do hereby execute this document for the above named purpose, I have hereunto set my hand and seal this 18th day of June, 2001.

ALLAN H. KENNEDY

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ALLAN H. KENNEDY

Registered Agent

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BE IT REMEMBERED that on the 18th day of June, 2001, personally appeared before me, a notary public, in and for the State of Florida, ALLAN H. KENNEDY, to me well known to be the party of the foregoing ARTICLES OF INCORPORATION, and known to be personally such individual and having taken an oath acknowledged the said ARTICLES OF INCORPORATION to be his act and deed, and that the facts set forth herein are true, and that he has executed the ARTICLES OF INCORPORATION, for the purpose of becoming a non-profit corporation under the Laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the city of Dunedin, County of Pinellas, State of Florida on the day and year first above written.

KERRI D. STRUPP
MY COMMISSION # CC 984596
EXPIRES: October 28, 2002
Bonded Thru Notary Public Underwriters

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SECRETARY OF STATE
SECRETARY OF STATE