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FLORIDA NON-PROFIT CORPORATION

FRIENDS, DOLLS 'N MORE, INC.

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H01000100406 7

ARTICLES OF INCORPORATION

OF

FRIENDS, DOLLS 'N MORE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation non profit under Chapter 617 of the Florida Statutes

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ARTICLE 1 - NAME

The name of the Corporation is **FRIENDS, DOLLS 'N MORE, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

Said organization is organized exclusively for social, recreational, and educational purposes, including, for such purposes, the making of distributions to organizations, that qualify as exempt organizations under section 501(c) (7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (7) of the Internal Revenue code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 3. Initial Board of Directors

The Board of Directors shall have 3 members whose names and addresses are listed below and shall be elected (and may be removed) pursuant to , and prescribed by, the By-Laws adopted by the corporation.

TRICIA B. TURNER 1515 AVIAN WAY, DELTONA, FL 32725

DOLLIE M. MANNING 3092 GRAND AVE, DELAND , FL 32720

KATHRYN W. WESTFALL 143 W. OCEAN AVE, EDGEWATER, FL 32132

H01000100406 7

ARTICLE 4 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1515 AVIAN WAY DELTONA , FLORIDA 32725 and the mailing address is the same.

ARTICLE 5 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

JOHN F. MARTIN
3150 SANDY RIDGE DRIVE
CLEARWATER, FLORIDA 33761

ARTICLE 6 - PRESIDENT

The initial President of the Corporation shall be TRICIA B. TURNER whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is the offices of FINANCIAL FOUNDATIONS, INC. , 3150 SANDY RIDGE DRIVE, CLEARWATER, FLORIDA 33761 . The name and address of the registered agent of this Corporation is FINANCIAL FOUNDATIONS, INC. , doing business at 3150 SANDY RIDGE DRIVE , CLEARWATER, FLORIDA 33761 .

H01000100406 7

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

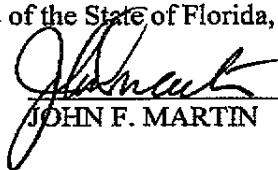
ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of August, 2001.

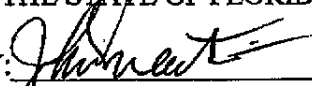


JOHN F. MARTIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FINANCIAL FOUNDATIONS, INC. , doing business in the State of Florida, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.505, Florida Statutes.

Financial Foundations, Inc.,
IN THE STATE OF FLORIDA

BY: 

JOHN F. MARTIN, PRESIDENT
For Financial Foundations, Inc.

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