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FILED

01 OCT 29 PM 2: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Janet Greenleaf, Paralegal
Renet McCall, Paralegal
Ray Miller, Paralegal

October 25, 2001

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

RE: Mercy Works, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$78.75 which represents the fees and charges for filing the Articles of Incorporation .

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Barbara J. Lambert
Barbara Lambert,
Legal Secretary

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Enclosures

B. Lambert

OCT 30 2001

ARTICLES OF INCORPORATION

OF

MERCY WORKS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be MERCY WORKS, INC.

ARTICLE II. NOT FOR PROFIT

The corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes.
The Corporation is not formed for pecuniary profit.

No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation may engage in any activity permitted under the laws of the United States and the State of Florida.

This corporation is organized and operated exclusively as not-for-profit within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America. It shall have all the powers permitted by law.

The purpose of this corporation is to:

- 1) Feed the hungry
- 2) Clothe those in need
- 3) Give shelter to the homeless
- 4) Visit the sick
- 5) Instruct and teach
- 6) Counsel the doubtful
- 7) Bear wrongs patiently
- 8) Comfort the afflicted
- 9) Pray for the living and the dead

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority:

1. To operate under the name as set forth in Article I above.
2. To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status.

The clauses contained in this Article shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Article of Incorporation, the corporation shall not engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity, except for reasonable compensation for service rendered. The corporation is empowered to receive tax deductible charitable donations pursuant to Section 170(b)(1)(a)(i) of the Internal Revenue Code of 1986, as amended, of the United States of America.

ARTICLE IV. OFFICERS

The officers shall consist of a president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Patricia R. Wood
Secretary	Crystal Wood
Treasurer	Mary Koepke

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than three.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Patricia R. Wood
8824 Dunes Ct., #103
Kissimmee, FL 34747

Crystal Wood
8824 Dunes Ct., #103
Kissimmee, FL 34747

Mary Koepke
8437 Penn Avenue S.
Bloomington, MN 55431.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is 8824 Dunes Ct., #103, Kissimmee, FL 34747, and the address of this corporation's initial registered office shall be: 1400 W. Oak St., Suite A, Kissimmee, FL 34741.

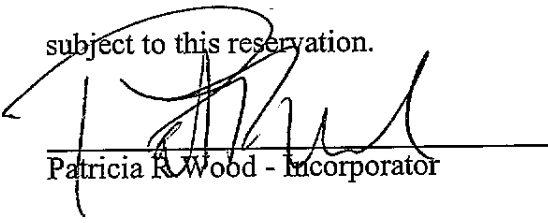
The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

ARTICLE VIII. INCORPORATOR

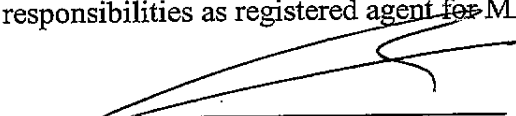
The name and address of the individual who shall serve as this corporation's incorporator are: Patricia R. Wood, 8824 Dunes Ct., #103, Kissimmee, Florida 34747.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Patricia R. Wood - Incorporator

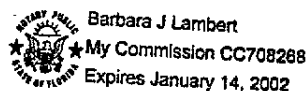
I hereby accept my designation as resident agent and agree to serve as the resident agent of MERCY WORKS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MERCY WORKS, INC.


S. Craig Wakefield - Registered Agent

STATE OF FLORIDA
COUNTY OF OSCEOLA

On Oct. 15, 2001, PATRICIA R. WOOD, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of MERCY WORKS, INC.

Barbara J. Lambert
Notary Public



Barbara J. Lambert
(Notary Public - Printed Or Typed Name)
Commission Expiration Date & Commission Number:

(SEAL)

STATE OF FLORIDA
COUNTY OF OSCEOLA

On _____, S. CRAIG WAKEFIELD, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of MERCY WORKS, INC.

Notary Public

(Notary Public - Printed Or Typed Name)
Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of MERCY WORKS, INC.