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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

October 29, 2001

RE: HILL OF HOPE FOUNDATION, INC.
(A FL Not for Profit Corporation)

TO: Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire
RNL/cbhb

C. BLALOCK NOV 6 2001

ARTICLES OF INCORPORATION

OF

HILL OF HOPE FOUNDATION, INC.
(A Florida Not for Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to associate for the purpose of incorporating as a Corporation Not For Profit under the provisions of Sec. 617 of the Florida Statutes, do hereby agree to adopt and organize under these Articles of Incorporation.

ARTICLE I - CORPORATE NAME,

PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is HILL OF HOPE FOUNDATION, INC., and the principal office and mailing address of this corporation is:

HILL OF HOPE FOUNDATION, INC.

421 Montgomery Road, Suite 175

Altamonte Springs, FL 32714

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) To encourage, promote and maintain a non-profit organization which will promote and support fund raising efforts for special needs children and adults.
- (b) To provide financial and logistical assistance for the fund raising efforts.

- (c) To establish a community where adults with special needs can become financially self supporting and contribute to society through the development of cottage industries.
- (d) To provide children under its care with:
 - 1) Holistic development: emotional, academic, social, vocational and "life skills"
 - 2) Palliative care and where possible cure.
 - 3) Techniques to manage the emotional and economic challenges caused by their special needs.
- (e) To assist in activities relative to the above.
- (f) Other purposes of this club may, from time to time, be adopted by amendment to the By-laws.

ARTICLE V - MEMBERSHIP

This corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting, and other rights and privileges of members, shall be a regulated by the By-laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

421 Montgomery Road, Suite 175

Altamonte Springs, FL 32714

The name of the initial registered agent at such address is:

JUDITH A. SACKETT

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors constituting the initial Board of Directors of the corporation is three, which number shall never be fewer than three (3) or greater

than nine (9); provided, however, that such number may be changed by an amendment adopted pursuant to the By-laws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on the day chosen by the Directors, at the place designated by the Directors, at which time an election of Directors may be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term adopted in the By-laws. Annual meetings shall be held at a place and time as the Board of Directors may designate from time to time by resolution.

The names and residential addresses of the persons who are to serve as initial Directors until the first election thereof are as follows:

LISA BARRON

421 Montgomery Road, Suite 175
Altamonte Springs, FL 32714

JUDITH A. SACKETT

400 Spring Valley Road
Altamonte Springs, FL 32714

PATRICIA R. LEAL

421 Montgomery Road, Suite 175
Altamonte Springs, FL 32714

ARTICLE VIII - BUSINESS AFFAIRS

The business affairs of the corporation shall be conducted by the Board of Directors who are active members of this corporation, one of whom shall be elected President of the corporation, one the Vice President, one the Secretary/Treasurer, all of whom shall be elected annually by a majority vote of the members of corporation present and voting at the regular annual meeting of the corporation to be held on the 1st of November each year or as soon thereafter as convenient. The following persons shall serve as the initial corporate officers:

LISA BARRON - President

PATRICIA R. LEAL - Vice President

JUDITH A. SACKETT - Secretary/Treasurer

ARTICLE IX
EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation 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 Article IV hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 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 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) of (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE XI - SUBSCRIBERS

The names and residence address of the Subscriber of this corporation is as follows:
(a minimum of one (1) only is required):

LISA BARRON 421 Montgomery Road, Suite 175
Altamonte Springs, FL 32714

ARTICLE XII - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII - DISSOLUTION

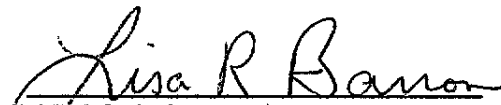
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of an subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 23rd day of October, 2001, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

WITNESSED BY:

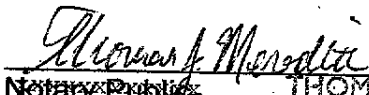





LISA BARRON, Subscriber

STATE OF ~~NEW YORK~~)
COUNTY OF ~~NEW YORK~~)
REPUBLIC OF SINGAPORE)
CITY OF SINGAPORE)
EMBASSY OF THE UNITED STATES OF AMERICA) SS:

The foregoing Articles of Incorporation of HILL OF HOPE FOUNDATION, INC. were acknowledged before me this 22nd day of October, 2001 by LISA BARRON as Subscriber.


Notary Public THOMAS J. MEREDITH
Name: Notarial Officer
Address: American Embassy United States of America
27 Napier Road, Singapore 258508
My Commission expires: Indefinite

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HILL OF HOPE FOUNDATION, INC. at the place designated in the Articles of Incorporation, JUDITH A. SACKETT agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date: 11-1-01


JUDITH A. SACKETT