

CAPITAL CONNECTION, INC.

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

NO1000008857

White Dreams, Inc.

FILED
01 DEC 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200004733342--0
-12/20/01--01002--003
*****78.75 *****78.75

Signature _____

Requested by: *SK*

Name _____

Date *12/19/01*

Time *3:23*

Walk-In _____

Will Pick Up _____

☒ 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 _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

EFFECTIVE DATE

12-18-01

RECEIVED
01 DEC 19 PM 3:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 20 2001

**ARTICLES OF INCORPORATION
of
WHITE DREAMS, INC.**

FILED
01 DEC 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Florida non-profit corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this non-profit corporation is: **WHITE DREAMS, INC.**

EFFECTIVE DATE
12-18-01

ARTICLE II – REGISTERED OFFICE ADDRESS

The registered mailing and street address of the Principal Office of the Corporation is White Dreams, Inc. c/o L. Havard Scott, III, 650 West Avenue, Suite 704, Miami Beach, Florida 33139.

ARTICLE III – DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

ARTICLE IV – PURPOSE

This Corporation is organized for the purpose of producing events to raise funds for HIV/AIDS related services and education in South Florida and to donate those funds to Care Resource, Inc., or to such other entity as the Board of Directors of White Dreams, Inc. shall direct.

ARTICLE V – OFFICERS/MANAGEMENT

The appointment of the Officers of this Corporation shall be by majority vote of the Board of Directors. The Officers of this Corporation shall serve at the pleasure of the Board of Directors and may be removed by the Board with or without cause. This

Corporation may have as its Officers a President, one or more Vice-President(s), a Secretary, a Treasurer (which may be combined into the office of Secretary/Treasurer), and such other Officers as the Corporation may from time to time authorize, who shall operate and manage the day-to-day affairs of the Corporation.

ARTICLE VI – DIRECTORS/MANNER OF ELECTION

The Corporation's initial Directors, not to exceed thirty (30) in number, shall be appointed by the Incorporator and shall serve for a period of one (1) year. Thereafter, Directors shall be nominated and appointed by two-thirds vote of the then existing slate of Directors and shall serve for a term of one (1) year. Any Director may be removed with or without cause upon five (5) day written notice and by two-thirds vote of the then existing slate of Directors. Directors shall serve without compensation.

ARTICLE VII – INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act any person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she: (i) is or was a Director of the Corporation; (ii) is or was an Officer of the Corporation, provided that he or she is or was at the time a Director of the Corporation; or (iii) is or was serving at the request of the Corporation as a Director, Officer, Agent or Employee of another Corporation, Partnership, Joint Venture, Trust or other Enterprise, provided that he or she is or was at the time a Director of the Corporation.

ARTICLE VIII – INITIAL DIRECTORS/OFFICERS

The names of the initial Directors of the Corporation are L. Havard Scott, III, Rebecca Scott and Leroy Scott, who will serve in the capacity of Directors until the full slate of Directors have been appointed. The name of the initial Officer of the Corporation is L. Havard Scott, III serving in the capacity of President.

ARTICLE IX – REGISTERED AGENT

The name and address of the Corporation's Registered Agent is:

L. Havard Scott, III
650 West Avenue, Suite 704
Miami Beach, Florida 33139

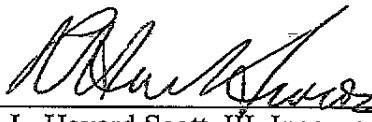
ARTICLE X – INCORPORATOR

The name and address of the Incorporator of the Corporation is:

L. Havard Scott, III
650 West Avenue, Suite 704
Miami Beach, Florida 33140

The Undersigned, the Incorporator of the above and foregoing Corporation, for the purpose of forming a non-profit Corporation under the Florida Corporation Act, authorized to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Done and signed on this 18th day of December 2001 at Miami Beach, Florida.


By: L. Havard Scott, III, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0505 FLORIDA STATUTES, THE UNDERSIGNED FLORIDA CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name and Registered Office of the Corporation is:

White Dreams, Inc.
C/o L. Havard Scott, III
650 West Avenue, Suite 704
Miami Beach, Florida 33139

2. The name and address of the Corporation's Registered Agent is:

L. Havard Scott, III
650 West Avenue, Suite 704
Miami Beach, Florida 33139

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.



By: L. Havard Scott, III, Registered Agent

FILED
01 DEC 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA