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Division of Corporations

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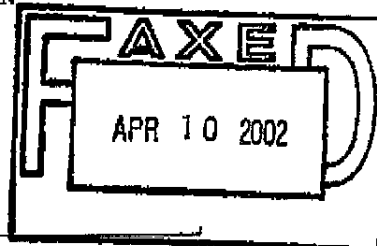
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FLORIDA NON-PROFIT CORPORATION

ALEX'S "XMAS FOR KIDS" FOUNDATION, INC.

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SECRETARY OF STATE
TAMPA, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALEX'S "XMAS FOR KIDS" FOUNDATION, INC.
(A Corporation Not-for-Profit)**

THE UNDERSIGNED subscriber of these Articles of Incorporation hereby propose the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges, and files with the Secretary of State of Florida, Articles of Incorporation, and respectfully requests their approval.

ARTICLE I
Name

The name of this Corporation shall be Alex's "Xmas for Kids" Foundation, Inc., and its initial office for the transactions of its affairs shall be: 5362 West Village Drive, Tampa, Florida 33625.

ARTICLE II
Geographical Area Served

The geographical area to be served by the Corporation shall be the State of Florida, and such other contiguous areas as may be properly included, but such area may be expanded by the Corporation at any time to include other areas where identification with this Corporation will serve the public interest.

ARTICLE III
Purposes

A. General:

This Corporation is organized exclusively for the charitable giving of bicycles to children at Christmas and other charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The term charitable shall include relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening the burdens of government; lessening of neighborhood tensions; elimination of prejudice and discrimination; defense of human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

James D. Foyil, Esq. - #470163
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, Florida 33602
(813) 273-4203

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B. Restrictions:

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 herein. 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 statement) any political campaign on behalf of or in opposition to 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 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV**Term of Existence**

The Corporation shall have perpetual existence.

ARTICLE V**Management**

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) or more than fifteen (15) individuals. Such Directors shall be elected for one year terms by the Directors at annual meetings to be held as scheduled by the Board of Directors in the first quarter of the calendar year of each year in the manner proscribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board, at its annual meeting, shall also elect a President, one (1) or more Vice Presidents, a Secretary-Treasurer, and an Assistant Secretary of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. The Officers of the Corporation shall have such duties as may be specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and the Officers shall be filled in the manner proscribed in the By-Laws of the Corporation.

ARTICLE VI**Initial Officers**

The names of the officers who are to serve until the first election of same to be held under the provisions of these Articles are the following:

President

Alexander Cooks, Sr.

Vice President
Secretary - Treasurer

Elizabeth V. Brennan
James M. Coates, Jr.

ARTICLE VII

Initial Board of Directors

The number of persons constituting the initial Board of Directors of the Corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, which is to hold office until the first election thereof to be held under the provisions of these Articles, are the following:

Alexander Cooks, Sr.
3404 Moran Road
Tampa, Florida 33618

James M. Coates, Jr.
2522 Cozumel Drive
Tampa, Florida 33618

Elizabeth V. Brennan
13903 Denell Lane
Tampa, Florida 33624

ARTICLE VIII

By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article VII above, at the organizational meeting of the Board, and said By-Laws may be thereafter altered, amended, added to or rescinded by the Board at any regular or special meeting thereof.

ARTICLE IX

Amendments

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors by a vote of two-thirds of the Directors or by the vote of the majority of the membership as provided in the By-Laws or in accordance with the laws of the State of Florida.

ARTICLE X

Distributions on Liquidation or Dissolution

Upon dissolution of this Corporation, or the liquidation of its assets whether voluntary or

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involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all the debts of the Corporation shall be distributed in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the State of Florida, subject always to the provisions of Section B., Article III of these Articles and to the specific condition that none of the assets of the Corporation shall be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

ARTICLE XI

Registered Agent and Office

The address of the Corporation's registered office shall be 5362 West Village Drive, Tampa, Florida 33625, and the name of its registered agent at said address shall be James M. Coates, Jr.

ARTICLE XII

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

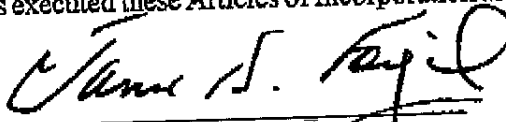
ARTICLE XIII

Incorporator

The name and street address of the person signing these Articles is:

James D. Foyil, Esq.
FL Bar ID 0470163
400 N. Tampa Street - Suite 2300
Tampa, Florida 33602

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation as of this 9th day of April, 2002.


James D. Foyil
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALEX'S "XMAS FOR KIDS" FOUNDATION, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


James M. Coates, Jr.Date: April 6, 2002

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TALLAHASSEE, FLORIDA