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Gregory H. Fisher P.A.



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May 6, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Nurses With A Mission, Inc.

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation;
Designation of Place of Business and Appointment of resident Agent;
Check in the amount of \$78.75;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,

Gregory H. Fisher

GHF:bh
Enclosure

FILED
02 MAY -8 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NURSES WITH A MISSION, INCORPORATED

FILED
02 MAY -8 AM 11: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

NAME

The name of this corporation is NURSES WITH A MISSION, INCORPORATED.

Article II

DURATION

This corporation shall have perpetual existence.

Article III

PURPOSE

The specific purpose of this corporation is to promote health and support humanitarian missions in the United States and throughout the world. The general nature of the objects and purposes of this corporation shall be that of a non-profit, non-partisan and non-sectarian organization. The corporation shall be entitled to perform all acts relating to the achievement of the aforesaid objects and purposes shall have all of those powers permitted under the provisions of Florida Statute Section 617, the terms of which are incorporated herein by reference.

The purpose for which the corporation is organized are exclusive religious, charitable, scientific, literary and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or to the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 the 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)(3) of the Internal Revenue Code, or corresponding section of any future 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.

Article IV

ADDRESS

The initial registered office and the physical address of said non-profit corporation is 826 29th Avenue North, St. Petersburg, Florida 33704.

Article V

DIRECTORS AND OFFICERS

The number of directors of the corporation shall be four in number which may be increased or decreased by vote of the directors but shall never be less than three nor more than fifteen. Directors and officers shall be elected by a majority of the then existing members of the Board of Directors. The name and address of each person who is to serve as a member of the Board of Directors and as an officer is as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President	Mauri Barnes 826 29 th Avenue North St. Petersburg, Florida 33704
Vice-President	Mark Terovich 10111 109 th Street Seminole, Florida 33772
Treasurer	Matilde Vizcaino 730 15 th Avenue North St. Petersburg, Florida 33704
Secretary	Debra Bebell 10111 109 th Street Seminole, Florida 33772

Article VI

SUBSCRIBER

The name and address of the subscriber of this corporation is as follows:

Mauri Barnes
826 29th Avenue North
St. Petersburg, Florida 33704

Article VII

DISSOLUTION

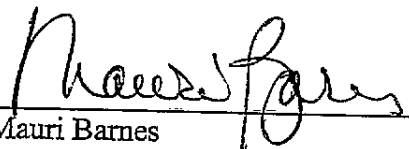
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 VIII

BY-LAWS

The by-laws of the corporation may be amended by a vote of two-thirds of the directors of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 31 day of MARCH, 2002.


Mauri Barnes

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me the undersigned authority, personally appeared Mauri Barnes, who produced the following type of identification: KNOWN, and she acknowledged that she executed the foregoing freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 1st day of May, 2002.

My Commission Expires:

Brian C Harrington
Notary Public
Brian C Harrington
Notary Printed Name

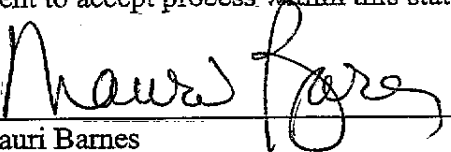


Brian C Harrington
My Commission CC753945
Expires June 24, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR WHICH
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

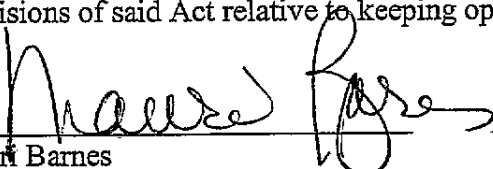
In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That NURSES WITH A MISSION, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named Mauri Barnes, whose address is 826 29th Avenue North, St. Petersburg, Florida 33704, County of Pinellas, State of Florida, as its agent to accept process within this state.


Mauri Barnes
President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Mauri Barnes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA