

102000005609

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: THE MICHELE TYLER FOUNDATION, Inc. (A Not for Profit Corporation).

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED:

Ralph DeLuise

From:

RALPH DELUISE

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

Name

1460 GULF BOULEVARD #1209

Address

CLEARWATER, FL 33767

City

State

Zip

1 (727) 596-3463

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2002

RALPH DELUISE
1460 GULF BLVD., #1209
CLEARWATER, FL 33767

SUBJECT: THE MICHELE TYLER FOUNDATION, INC.
Ref. Number: W02000018987

We have received your document for THE MICHELE TYLER FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 302A00041432

ARTICLES OF INCORPORATION
OF

THE MICHELE TYLER FOUNDATION, INC.

A Florida Nonprofit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name. The name of the Corporation is:
The Michele Tyler Foundation, Inc.

Article 2. Duration. The duration of the Corporation is
perpetual.

Article 3. Purposes. The purpose of the corporation is
as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to attempt to benefit children including all limitations required by the Internal Revenue Service;

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations; provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

(a) Ralph DeLuise, 1460 Gulf Boulevard #1209, Clearwater, Florida 33767.

(b) Michele McNamara, 40 Mathew Street, Farmingdale, NY 11735.

(c) Robert J. Wells, 519 Wildwood Way, Clearwater, FL 33756.

Article 5. Initial Registered Agent and Office. The initial registered agent is Ralph DeLuise and the initial registered office is 1460 Gulf Boulevard #1209, Clearwater, Florida 33767.

Article 5(a) The principal office of The Michèle Tyler Foundation, Inc. is located at 1460 Gulf Boulevard #1209, Clearwater, Florida 33767.

Article 6. Initial Board of Directors. The initial Board of Directors shall have three members whose names and addresses are:

Ralph DeLuise, 1460 Gulf Boulevard #1209, Clearwater, FL 33767.

Michele McNamara, 40 Mathew Street, Farmingdale, NY 11735.

Robert J. Wells, 519 Wildwood Way, Clearwater, FL 33756

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws and the method of election of directors is as stated in the Bylaws. The name and address of each initial officer of the Corporation is as follows:

President: Ralph DeLuise, 1460 Gulf Boulevard #1209, Clearwater, Florida 33767.

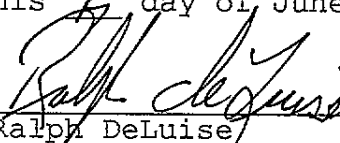
Vice-Pres/CEO: Michele McNamara, 40 Mathew Street, Farmingdale, NY 11735.

Secretary: Robert J. Wells, 519 Wildwood Way, Clearwater, FL 33756.

Treasurer: Ralph DeLuise, 1460 Gulf Boulevard #1209,
Clearwater, Florida 33767.

Article 8. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

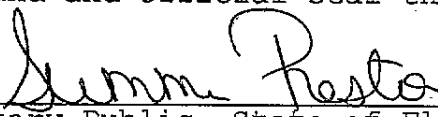
IN WHITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 6 day of June 2002.


Ralph DeLuise

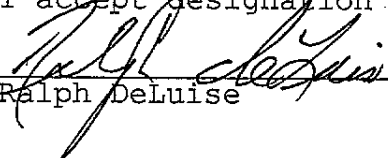
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Ralph DeLuise, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of June 2002.


Notary Public, State of Florida at Large

I accept designation as registered agent:


Ralph DeLuise



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TALLAHASSEE, FLORIDA