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ACCOUNT NO. : 072100000032

REFERENCE :

: Tatricia ty

AUTHORIZATION

COST LIMIT: \$ 70.00

ORDER DATE: October 25, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 795969-010

CUSTOMER NO: 82082A

CUSTOMER: Robert P. Fritts, Esq

Robert P. Fritts, P.A. 5700 Lake Worth Road

Suite 105

Lake Worth, FL 33463

DOMESTIC FILING

NAME: ENCOURAGING WORDS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

_____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

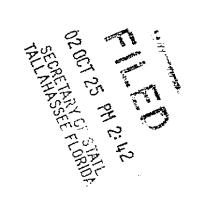
XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF ENCOURAGING WORDS, INC. A NON PROFIT CORPORATION



We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be: ENCOURAGING WORDS, INC. The address of the principal office of this corporation shall be: 6177 Jog Road, Bay 8, Lake Worth, Fl 33467, and the mailing address of the corporation shall be: 6266 South Congress Avenue, Suite 16, Lantana, FL 33462.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literacy and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. The specific purpose of the corporation is to provide social, educational and religious enrichment to elementary, middle and high school students through demonstration and instruction. Notwithstanding any other provision of these articles, this corporation will not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLÈ IV.

The name and address of the incorporator of these Articles is:

STAN COLEMAN 6266 South Congress Avenue, Suite 16 Lantana, FL 33462

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The name and street address of the initial registered office of the corporation shall be:

STAN COLEMAN 6177 Jog Road, Bay 8 Lake Worth, FL 33467

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal this 16 day of October, 2002.

BY:

STAN COLEMAN

Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

STAN COLEMAN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

3Y:

N COLEMAN

