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FLORIDA NON-PROFIT CORPORATION
NATIONAL DOMESTIC PREPAREDNESS COALITION, INC.

Certificate of Status	0
Certified Copy	2
Page Count	0805
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION OF
NATIONAL DOMESTIC PREPAREDNESS COALITION, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is National Domestic Preparedness Coalition, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

604 Courland Street, Suite 145
Orlando, FL 32804

**ARTICLE IV - PURPOSES AND POWERS
OF CORPORATION**

A. This corporation is organized exclusively for research and development in connection with homeland security and to publish and distribute manuals and to train law enforcement and military personnel, emergency responders, and civilians in the maintenance of homeland security, and to engage in such activities as is proper for an organization which qualifies under Section 501(c) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

Prepared By: Leann M. Warfield, Esq.
FL Bar #0146196
Shuts & Bowen LLP
300 South Orange Avenue, Suite 1000
Orlando, FL 32801-3373

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1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that this 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 in this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation 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.

3. This corporation shall not carry on any other activities not permitted to be carried on by a corporation which qualifies as an organization under Section 501(c) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

A. The address of this corporation's initial registered office and the principal business address shall be as follows:

300 South Orange Avenue, Suite 1000
Orlando, FL 32801-3373

B. The initial registered agent of this corporation at the above address is Leann M. Warfield.

ARTICLE VI - ELECTION OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors who, except for the initial Board of Directors named in Article VII hereof, shall be elected in accordance with the provisions set forth in the Corporation's Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four (4).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but shall never be less than three (3).

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C. The names and street addresses of the initial Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Kevin Beary	2500 West Colonial Drive Orlando, FL 32804
Julian E. Bailes, M.D.	One Medical Center Drive, Suite 4300 Morgantown, WV 26506
Kenneth M. Glantz	604 Courtland Street, Suite 145 Orlando, FL 32804
Edward J. Dore	604 Courtland Street, Suite 145 Orlando, FL 32804

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Leann M. Warfield
300 South Orange Avenue, Suite 1000
Orlando, FL 32801-3373

ARTICLE IX - INDEMNIFICATION OF CORPORATION

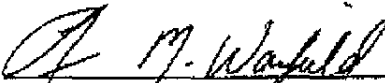
This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, whether voluntary or involuntary, no member, if any, shall be entitled to any distribution or division of its remaining property, and the assets of this corporation, after payment of all debts and obligations of this corporation, shall be distributed as may be required to organizations within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or corresponding provision of any future federal tax code, as determined by and within the discretion of the then existing Board of Directors.

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 17th day of January, 2003.



Leann M. Warfield, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Leann M. Warfield, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the State and County aforesaid, this 17th day of January, 2003.



Notary Public, State of Florida
My commission expires:

LINDA K. SMITH
NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # CC344456
EXPIRES 6/25/2004

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

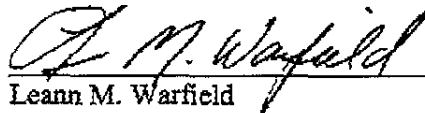
NATIONAL DOMESTIC PREPAREDNESS COALITION, INC.

2. The name and address of the registered agent and office is:

Leann M. Warfield
300 South Orange Avenue, Suite 1000
Orlando, FL 32801-3373

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.

January 17, 2003


Leann M. Warfield

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