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FROM: (PLEASE PRINT) OSCEOLA CO. ABSTINENCE PROJ.
27 E. 13th ST.
ST. CLOUD, FL. 34769

PHONE (407) 895-6012

NOV 05 2003

(City/State/Zip/Phone #)

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OK PER Mr. Valdez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered A.R.

SF
11/7/03

TRANSMITTAL LETTER

Department of State
Division of Corporations
Attn: Susan Payne
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32314

Subject: OSCEOLA COUNTY ABSTINENCE PROJECT, INC.

November 5, 2003

Dear Ms. Payne:

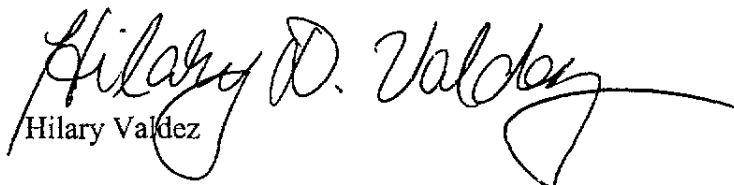
In a conversation with you today, we need to re-submit our Articles of Incorporation and the title be changed to **Restated Articles of Incorporation**, per our conversation a certificate of approval is attached, signed and dated by an officer of the corporation.

Please find the enclosed document for you to review and if you need any further information please contact me as soon as possible at (407) 892-6012 x. 101.

In the interest of time, we have to rectify this matter as soon as possible, the IRS have given us till the 24th of November in order to keep our application active in our effort to seek exemption from Federal income tax. Your assistance in this matter will be greatly appreciated.

Thank you for your time and consideration.

Sincerely,


Hilary Valdez

Restated
ARTICLES OF INCORPORATION
of
OSCEOLA COUNTY ABSTINENCE PROJECT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: STATE CORPORATION COMMISSION:

The undersigned natural person of the age of twenty-one or more, acting as incorporator, adopts the following Articles of Incorporator pursuant to the State Nonstock Corporation Act:

- FIRST: The name of the corporation is Osceola County Abstinence Project, INC.
- SECOND: The period of duration is perpetual.
- THIRD: The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501©(3) of the Internal Revenue Code. (All references of sections in this Articles refer to the Internal Revenue code of 1986 as amended or to comparable sections of subsequent internal revenue laws.) Specifically, the corporation is organized to provide abstinence education to teens and pre-teens in our community, as well as providing safe and healthy after-school programming where teens can learn about the value of postponing sexual involvement until marriage. It is also our intent to reach out to parents to provide them with information and support as they attempt to deal with the difficult adolescent years. In pursuit of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Florida Nonstock Corporations Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501©(3).
- FOURTH: The corporation will not have any members.
- FIFTH: The registered agent is Sandi Miller, who is a resident of the state of Florida and a director of the corporation, and the address of its initial registered office is 27 East 13th Street St. Cloud, Florida 34769, which is physically located in the county of Osceola.
- SIXTH: The number of directors constituting the initial Board of Directors is 5, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are appointed and qualified, are:

Sandi Miller	27 East 13 th Street, St. Cloud, Fl 34769
Tony Buchanan	1011 Bill Beck Blvd., Kissimmee, Fl 34744
Linda Clarke	5900 E. Irlo Bronson Hwy., St. Cloud, Fl 34744
Joel Henderson	3163 N. Orange Blossom Trail, Kissimmee, Fl 34744
Patty McWhirter	1050 Grape Ave., St. Cloud, Fl 34769

The members of the Board of Directors shall be those individuals appointed, from time to time, in accordance with the Bylaws. Directors shall appoint their successors.


SEVENTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

NINTH: The name and address, including street and number, of the incorporator is:

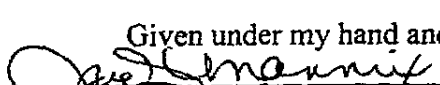
Phyllis Boho
27 East 13th Street
St. Cloud, Florida 34769

IN WITNESS THEREOF, I have hereunto set my hand and seal this 15th day of APRIL, 2003.

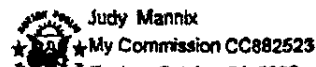

By: Phyllis Boho, Incorporator

THE STATE OF FLORIDA
COUNTY OF OSCEOLA

Before Me, JUDY MANNIX, a notary public in and for said County and State, on this day personally appeared Phyllis Boho, 27 East 13th Street, St. Cloud, Florida 34769, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this 15th day of April 2003
 , Notary Public

My Commission Expires: 10-24-03



Certificate of Approval
of
Restated Articles of Incorporation

The board of directors approved the adoption of the Restated Articles of Incorporation of Osceola County Abstinence Project, Inc. (there are no members of the corporation entitled to vote on the adoption of the restated articles).

Pursuant to the provisions of 617.1007, Florida Statutes, the undersigned certifies that the board of directors approved the Restated Articles of Incorporation, on this day 5th of November 2003.

Phyllis J. Boho

Signature of Incorporator - Assistant Sec.

Phyllis J. Boho

Print name

11-05-03

Date