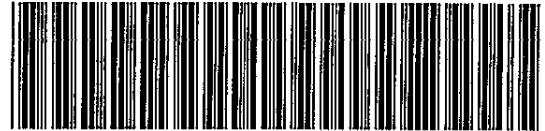


N03000004398

ANTON Labuschagen
1617 meadowbrook Ave
Lakeland, FL 33803



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(Address)

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION

OF

WINGS OF COMPASSION INTERNATIONAL, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida statutes, chapter 617, hereby adopt(s) the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Wings Of Compassion International, Inc.

The principal place of business of this corporation shall be:

1617 Meadowbrook Avenue
Lakeland, Florida 33803

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - CORPORATE PURPOSES

The purpose for which this corporation is formed are:

- (a). To restore and promote personal change and growth in homelessness among Men and Women .Point these people to Jesus Christ and lead by example to bring about change in their lives. To show Godly love and care where they are.
- (b). To facilitate counseling and education by collaborating with local community service agencies that assist homelessness and to developing and achieving personal recovery goals from substance abuse.
- (c). This program assists in the development of an ensemble's administrative, planning, education, and development skills. To unite with the vision of the churches and reach homeless Men and Women. Help find and follow Christ to restore them to a new life of purpose.

and for such other purposes as are permitted by a corporation which is exempt from Federal Income Tax under section 501 (c) 3 of the Internal Revenue code, as amended, (or corresponding provisions of any United State internal Revenue Law and will further the foregoing purposes). Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(2)

ARTICLE IV INCOME & REVENUE

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 their document, the organization shall not carry on any other activities not permitted to be varied 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 federal 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 V - DISSOLUTION

Upon the dissolution of the corporation, no member, Director, or private person, corporate or individual, or other private interest shall be entitled to any distribution of its remaining funds and other property. The balance of such funds and property shall, after the payment of all debt, and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any United States Internal Revenue Law), as shall be provided by the Board Of Directors. Upon 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.

(3)

ARTICLE VI - LIMITATIONS

The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its influence legislation; nor shall it participate or intervene (by publication or distribution of any statements of otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, Officers or other private persons. However, the 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 Article III hereof. The corporation shall not carry on any activity not permitted to be carried on by: (a) A corporation exempt from Federal Income Tax under section 501 (c) 3 or 501 (c) (4) or both of the Internal Revenue Code of 1954, as amended (of the corresponding provisions of United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

- (a). Engage in any act of self-dealing as defined in section 4941 (D) of the Internal revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (b). Retain any excess business holdings as defined in section 4943 (C) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (c). Make any investments in such manner as to subject the Corporation to tax under section 4944 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law); or
- (d). Make any taxable expenditures as defined in section 4945 (D) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);

(4)

**ARTICLE VII - INITIAL REGISTERED OFFICE
AND RESIDENT AGENT**

The street address of the initial registered office of the corporation is:

1617 Meadowbrook Avenue
Lakeland, Florida 33803

The name of the initial registered agent and address is:

Anton Labuschagene
1617 Meadowbrook Avenue
Lakeland, Florida 33803

ARTICLE VIII - INCORPORATOR

The name(s) and address of the incorporators of the corporation are:

Anton Labuschagene
1617 Meadowbrook Avenue
Lakeland, Florida 33803

ARTICLE IX - MEMBERS

The qualifications for members of the corporation and the manner of their admission shall be as regulated by the bylaws of the corporation. The initial members shall be the initial Board of Directors.

(5)

ARTICLE X - INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in its Board of Directors. The election of Directors shall be by the members as provided in the Bylaws of the Corporation. There shall be eight (8) initial Directors. The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than (3). Directors of this corporation shall not be personal liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments. The name and address of each initial Director of the corporation is as follows.

Anton Labuschagen, 1617 Meadowbrook Avenue, Lakeland, FL 33803
Anita Labuschagen, 1617 Measdownbrook Avenue, Lakeland, FL 33803
Raymond C. Colton, 1543 Mariner Road, Lakeland, FL 33803

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors.

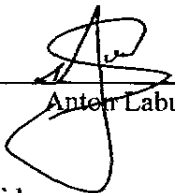
ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendment to them. Amendments to the articles of incorporation may be proposed by any Director and may be adopted by the affirmative vote of a majority of the Board of Directors.

(6)

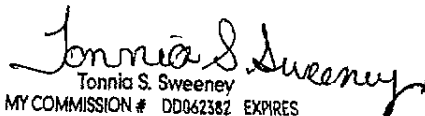
In witness whereof, the undersigned incorporator(s) have executed these article of incorporation

this 10 day of may, 2003.


Anton Labuschagne

State of Florida
County of Polk





Tonia S. Sweeney
MY COMMISSION # DD062382 EXPIRES
October 3, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

I hereby certify that on this day, before me, an officer dully authorized in the state and county aforesaid to take acknowledgments, personally appeared Anton Labuschagne to me known to be the person described in and who executed the foregoing instrument and the acknowledged before me that he executed the same.

Witness my hand and official seal in the county and state named above this

10 day of may, 2003.


Notary Public



Tonia S. Sweeney
MY COMMISSION # DD062382 EXPIRES
October 3, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

My commission expires:

FILED
03 MAY 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Wings Of Compassion International, Inc. which is contained in the foregoing articles of incorporation:

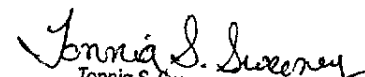

Anton Labuschagne

Dated this 10 day of may, 2003.




Tonia S. Sweeney
MY COMMISSION # DD062382 EXPIRES
October 3, 2005
BONDED THRU TROY FAIN INSURANCE, INC.




Tonia S. Sweeney
MY COMMISSION # DD062382 EXPIRES
October 3, 2005
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