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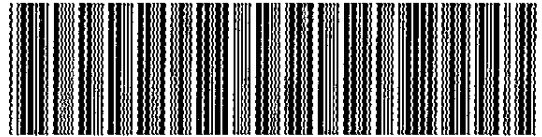
(Business Entity Name)

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P.A. Campbell
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6/24/03



THE LAW OFFICES OF
Kellie E. Tomeo, P.A.



June 5, 2003

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

To Whom It May Concern:

Enclosed, please find Articles of Incorporation for Elizabeth House, Inc., a check in the amount of \$87.50, and the Transmittal Letter requesting a certified copy and a certificate of status.

Additionally, the EIN for this non-profit corporation is: 81-0614242.

If anything additional is needed for filing the enclosed, please call this firm as listed above.

Sincerely,


Kellie E. Tomeo, Esquire

801 INTERNATIONAL PARKWAY
5TH FLOOR
HEATHROW, FL 32746
PHONE: 407.562.1913
FAX: 407.562.1731

BANK OF AMERICA CENTER
SUITE 2100
390 NORTH ORANGE AVENUE
ORLANDO, FL 32801





FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 11, 2003

KELLIE E. TOMEO, P.A.
801 INTERNATIONAL PARKWAY
5TH FLOOR
HEATHROW, FL 32746

SUBJECT: ELIZABETH HOUSE, INC.
Ref. Number: W03000016698

We have received your document for ELIZABETH HOUSE, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 803A00036285

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03 JUN 23 AM 7:50

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
Of
Elizabeth House, Inc.**

Pursuant to the authority of Chapter 17 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is Elizabeth House, Inc. (the "Corporation")

ARTICLE II.

Corporate Office; Mailing Address

The principal office and mailing address of the Corporation shall be located at 801 International Parkway, 5th Floor, Lake Mary, Fl. 32746.

ARTICLE III.

Purposes

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws, hereinafter the Code) to receive and distribute charitable donations to meet all expenses incurred by Elizabeth House, Inc. to feed, clothe, shelter and counsel women and children battered and abused by domestic violence situations, all as permitted by applicable law, to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under 501(c)(3) of the Code; or, (b) the contributions to which are deductible under 170(c)(2) of the Code.

ARTICLE IV.

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions hereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; provided however, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of 501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private individual within the meaning of 501(c)(3) of the Code.

During the period in which the Corporation is a "private foundation" within the meaning of 509(a) of the Code and 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

- (1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by 4942(a) of the code.
- (2) The Corporation shall not engage in any act of "self-dealing" as defined in 4941(d) of the code, which would give rise to any liability for the tax imposed by 4943(a) of the Code.
- (3) The Corporation shall not retain any "excess business holdings" as defined in 4943(c) of the Code which would give rise to any liability for the tax imposed by 4943(a) of the Code.
- (4) The Corporation shall not make any investment which would jeopardize the carrying out of its exempt purposes, within the meaning of 4944 of the Code, so as to give rise to any liability for the tax imposed by 4944(a) of the Code.

- (5) The Corporation shall not make "taxable expenditures," as defined in 4945(d) of the Code which would give rise to any liability for the tax imposed by 4945(a) of the Code.

ARTICLE V.

Members

The Corporation shall have no members and the directors of the Corporation shall have the sole voting power.

ARTICLE VI.

Directors

The affairs of the Corporation shall be managed and all corporate powers shall be exercised by a Board of Directors. The number, qualifications and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; provided however, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

ARTICLE VII.

Dissolution and Liquidation

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made thereof; and,
- (2) all remaining assets of the Corporation shall be distributed to one or more organizations described in 501(c)(3) of the Code, as determined by the Board of Directors of the Corporation as they may be amended from time to time.

ARTICLE VIII.

Bylaws

The Board of Directors of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purpose as the Board of Directors shall deem necessary; *provided, however*, that, no Bylaw adopted by the Board of Directors shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the consent of at least seventy percent (70%) of the then existing Board of Directors of the Corporation.

ARTICLE IX.

Registered Official Agent

The street address of the Corporation's initial registered office shall be 801 International Parkway, 5th Floor, Lake Mary, Fl. 32746 and the name of the initial registered agent of the Corporation at such office shall be Kellie Tomeo, Esq.

ARTICLE X.

Incorporator

The name and address of the sole incorporator of the Corporation is Sandra Z. Preston, 801 International Parkway, 5th Floor, Lake Mary, Fl. 32746.

ARTICLE XI.

Amendments

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of not less than seventy percent (70%) of the Board of Directors of the Corporation

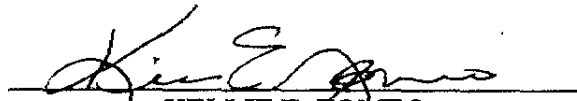
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 3 day of June, 2003.

 , Incorporator

DESIGNATION OF REGISTERED AGENT FOR
ELIZABETH HOUSE, INC.

*Elizabeth House, Inc.
801 International Pkwy., 5th floor
Lake Mary, Florida 32746*

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 as provided for in Chapter 608, F.S.


KELLIE E. TOMEO
Registered Agent's Signature

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