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(Requestor's Name)

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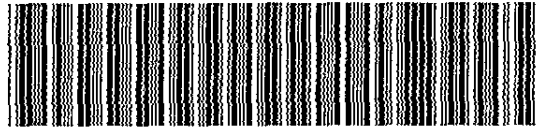
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/1/03

Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

July 23, 2003

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

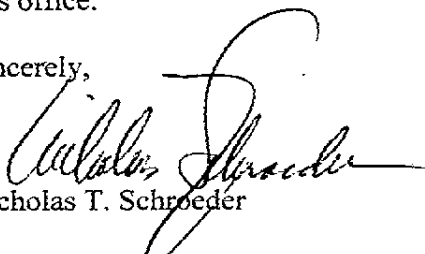
Re: Incorporation of FRIENDS OF OUR ORPHANAGES,, INC..

Enclosed are the following:

1. Articles of Incorporation of FRIENDS OF OUR ORPHANAGES, INC.
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

ARTICLES OF INCORPORATION
OF
FRIENDS OF OUR ORPHANAGES, INC.

1/31/03

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, Chapter 617.

ARTICLE I

Name

The name of the corporation shall be FRIENDS OF OUR ORPHANAGES, INC.

ARTICLE II

Purpose

The purpose of the corporation shall be as follows:

A. To promote and execute the necessary steps to aid the children of orphanages in Ukraine and the Russias. This includes distribution of needed items such as clothing, educational materials and other needs of those children and staff.

B. The corporation is organized exclusively for charitable purposes and to function as an organization qualifying under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and shall be limited in all aspects by the provisions of section 501(c)(3) and all regulations and rules established thereunder by the Internal Revenue Service, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

C. Any other charitable purpose permitted under Section 501(c)(3) of the Code.

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ARTICLE III

Limitations

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 II hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Assets upon Dissolution

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE V

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

Joseph M. Thompson
4500 SW 44th Street
Gainesville, Florida 32608

ARTICLE VI

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VII

Beginning of Corporate Existence

The date corporate existence shall begin shall be July 31, 2003.

ARTICLE VIII

Board of Directors

The business of this corporation shall be managed by its Board of Directors. The management of the business of the corporation shall be the responsibility of the Board of Directors, no officer or member of the corporation shall make any commitment in the name of the corporation without written authorized approval of the Board of Directors. Election of Directors shall be as specified in the By-Laws of the corporation.

ARTICLE IX

Directors

There shall be up to eleven (11) members of the Board of Directors of the Corporation. Initially there shall be three directors who will serve until the first election of directors as set forth in the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

Name	Address
Joseph M. Thompson	4500 SW 44 th Street Gainesville, Florida 32608
Ann Pursell	1903 NW 40 Terrace Gainesville, Florida 32605

Ingrid Richrath

4229 NW 43rd Street #M103
Gainesville, Florida 32601

ARTICLE X

Principal Office and Mailing Address

The initial street address of the principal office of this corporation shall be

1903 NW 40th Terrace
Gainesville, Florida 32605.

The mailing address of the corporation is:

1903 NW 40th Terrace
Gainesville, Florida 32602

ARTICLE XI

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:


Name	Address
Joseph M. Thompson	4500 SW 44 th Street Gainesville, FL 32608

ARTICLE XII

Amendments

These Articles of Incorporation may be amended in the manner provided by law.
Every amendment shall be approved by the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 23rd day of July 2003.

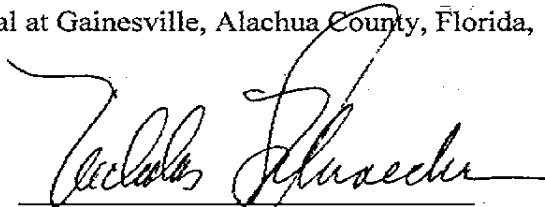

Joseph M. Thompson

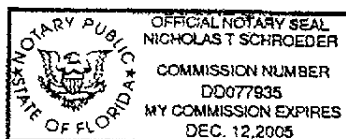
STATE OF FLORIDA

COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, JOSEPH M. THOMPSON, who being well known and who acknowledged before me that she is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be her free act and deed as a Signor thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 23rd day of July, 2003.

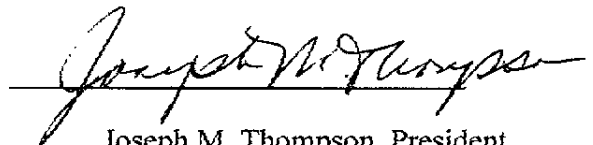

Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

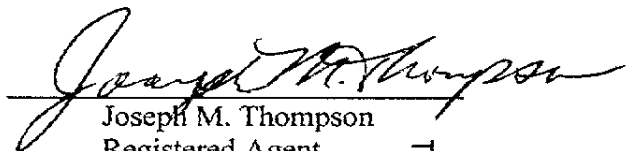
FRIENDS OF OUR ORPHANAGES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1903 NW 40th Terrace, County of Alachua, City of Gainesville, State of Florida, has named JOSEPH M. THOMPSON, located at 4500 SW 44th Street, Gainesville, Florida, 32608, as its agent to accept service of process within Florida.



Joseph M. Thompson, President

Date:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Joseph M. Thompson
Registered Agent

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