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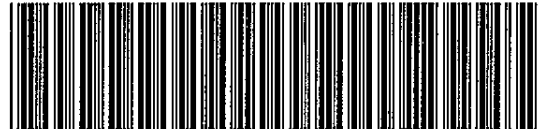
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03 AUG 21 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PAON OUTREACH CENTER, INC.
c/o Thorpe's Consulting Systems
6327 Piney Glen Lane
Orlando, Florida 32819

August 19, 2003

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Paon Outreach Center, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for Paon Outreach Center, Inc. in the amount of \$78.75.

This represents the cost of the filing fees, Certificate of Status and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

A handwritten signature in black ink, appearing to be "TCS/cl", written over a horizontal line.

TCS/cl
Enclosures

**ARTICLES OF INCORPORATION
for
PAON OUTREACH CENTER, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation organized pursuant to the Florida Nonprofit Corporation Code, adopt(s) the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be: PAON OUTREACH CENTER, INC.

ARTICLE II - Principal office and mailing address

The principal office and the mailing address of this corporation shall be:

PAON OUTREACH CENTER, INC.
P.O.BOX 681643
ORLANDO, FL 32868

ARTICLE III - Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

To promote community welfare by developing social, academic and cultural programs To provide and aid those in need with recreational activities, educational, literacy and counseling and assist the poor and disadvantaged individuals and families towards a life of self-sufficiency. within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

This corporation is further organized exclusively for charitable and educational purpose. To receive and maintain a fund or funds of real or personal property, or both, subject to the restriction and limitations hereinafter set forth. To use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, and educational purpose either directly or by contribution to organizations that qualify as exempt organization as they now exist or they may hereafter be amended.

ARTICLE IV – BY-LAWS

The by-laws of the corporation shall be made, altered, or rescinded by unanimous affirmative vote of the Board of Directors of the corporation.

ARTICLE V – AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of three fourth (3/4) of the directors of the corporation, after no less than thirty (30) days of prior written notice to all directors.

ARTICLE VI - Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Board of Directors shall be elected as set forth in the By-Laws.

ARTICLE VII - Initial registered agent and street address

The name and the street address of the initial registered agent is:

Lysander Thorpe
6327 Piney Glen Lane
Orlando FL 32819

ARTICLE VIII - Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

F.J.F Boursiquot
6309 Jennings Road
Orlando, FL 32818

ARTICLE IX – Officers

The affairs of the corporation shall be managed by the Executive Director, Director, Assistant Director, Secretary and Treasurer, and such other officers as may be provided for by the By-laws.

The Board of Directors shall consist of not less than three (3) persons, no more than twelve (12) persons, the exact number to be determined in accordance with the provisions of the by-laws.

The name and address of the officers of the corporation are:

NAME	TITLE	ADDRESS
F.J.F Boursiquot	Director	6309 Jennings Rd. Orlando, FL 32818
Gisele Boursiquot	Secretary	6309 Jennings Rd. Orlando, FL 32818
Jean Morose	Treasurer	5714 Riordan Way Orlando, FL 32808

ARTICLE X - Revenue

No part of the net earnings of the corporation shall inure to the benefit of or be allocable to its members, directors, 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 III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions 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©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

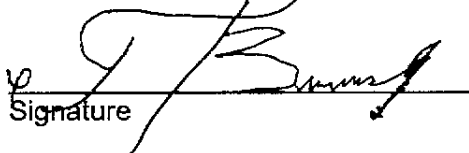
ARTICLE XI Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

The undersigned incorporator has executed these Articles of Incorporation this

19 day of AUGUST, 2003.

Signature of incorporator(s)


Signature

F.J.F BOURSQUOT
Name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of chapter 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _

PAON OUTREACH CENTER, INC.

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

Lysander Thorpe

(NAME)

6327 Piney Glen Lane

(P.O. BOX NOT ACCEPTABLE)

Orlando, FL 32819

(CITY/STATE/ZIP)

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.

SIGNATURE _____

DATE _____

8/19/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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