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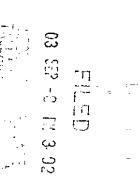
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Law Offices of Terrance A. Jones

Terrance A. Jones Renac Kenny 769 Blanding Boulevard Orange Park, FL 32065 (904) 272-4400

Fax No. (904) 272-7848 Email: tjonespa@bellsouth.net

September 5, 2003

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

RE: PROJECT CHANCE, INC., a Florida Corporation, Not for Profit

Dear Sir:

I enclose for filing with your office the Articles of Incorporation for the above new Florida corporation, the name for which should prove acceptable. Also enclosed is a copy of the Articles for your use in returning to this office a certified copy of same.

My check for \$122.50 is enclosed to cover the cost of this filing.

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,

Terrance A. Jones

TAJ/bm Enclosures

ARTICLES OF INCORPORATION OF PROJECT CHANCE, INC. (A non-profit corporation)

03 SEP -8 TM 3-02

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is PROJECT CHANCE, INC., (hereinafter referred to as the "Corporation").

ARTICLE II. PURPOSE

The purpose is: to train dogs for the disabled and to educate the public about uses and acceptance and access of service dogs. In the event of the dissolution of the corporation, all of its property, whether real, personal or mixed or wheresoever situated, shall vest immediately to the Board of County Commissioners, Clay County, Florida. None of the property or the income of the Corporation shall inure to the benefit of any officer, director or member of the Corporation.

ARTICLE III. BOARD OF DIRECTORS AND MEMBERSHIP

There shall be two classes of members of the Corporation:

- (1) Board of Directors. There shall be no more than two members of the Board of Directors and the number shall be determined from time to time by the Board of Directors. Members of the Board of Directors shall be persons with a paramount interest in and be dedicated to the objectives of the Corporation. They shall be selected from diversified occupations and geographical locations in which the Corporation operates. Members of the Board of Directors shall have full voting rights at all meetings of the Corporation but such members shall not be required to pay dues. All Directors shall be appointed pursuant to the By--Laws of the Corporation pursuant to Article III.
- (2) Members: Individuals shall become sustaining members who are interested in the objectives of the Corporation, and who have expressed their willingness to actively sponsor the work of the Corporation.

ARTICLE IV. TERM OF EXISTENCE.

The Term of existence of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS.

The names and residences of each subscriber of these Articles of Incorporation are as follows:

NAME ADDRESS

B. J. Szwedzinski 1662 Arbor Lane

Fernandina Beach, FL 32034

ARTICLE VI. OFFICERS.

The Corporation shall have the following officers who shall be elected by the Board of Directors:

Chairman Vice Chairman B. J. Szwedzinski

Rene Burdulis

Secretary

B. J. Szwedzinski

Only the Chairman and Vice Chairman must be members of the Board of Directors.

The qualifications, manner and time of selection, duties and responsibilities of said officers shall be published in the Bylaws. The officers listed herein shall manage the affairs of the Corporation and shall be elected by the Board of Directors.

ARTICLE VII. DIRECTORS.

The names and addresses of the members of the Board of Directors who shall manage the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are as follows:

NAME ADDRESS

B. J. Szwedzinski 1662 Arbor Lane

Fernandina Beach, FL 32034

Rene Burdulis 1662 Arbor Lane

Fernandina Beach, FL 32034

ARTICLE VIII. BY LAWS.

Recommendations to adopt, alter, amend or rescind By-Laws of the Corporation shall be approved by the majority of the Board of Directors of the Corporation.

ARTICLES IX. AMENDMENTS OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended by majority vote of the Board of Directors of the Corporation.

ARTICLE X. PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the corporation's principal office shall be 1662 Arbor Lane, Fernandina Beach, FL 32034 and the name of its registered agent and registered office address shall be B. J. Szwedzinski, 1662 Arbor Lane, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

IN WITNESS WHEREOF, We have set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2200. day of september, 2003.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered agent for PROJECT CHANCE, INC.

B. J. Szwedzinski Wedney

STATE OF FLORIDA COUNTY OF CLAY

BEFORE ME, the undersigned authority, personally appeared, B. J. Szwedzinski, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that she executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of August, 2003, at Orange Park, Clay County, Florida.

JACKSONVILLE, DUVAL COUNTY, FLORIDA

My Commission Expires:

FLA. DR. LIC

G. M. VANCE Notary Public, State of Florida My comm. exp. May 15, 2007 Comm. No. DD 213381