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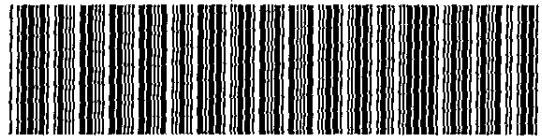
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B.

UNDER OUR WINGS, INC.
242 WRENA DR.
WEST PALM BEACH, FLORIDA 33409

TEL: 561-842-8068

FAX: 561-842-0118

Date:

10/10/2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

RE: ARTICLES OF INCORPORATION OF Under Our Wings, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of Under Our Wings, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

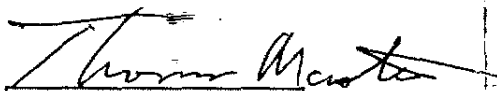
Under Our Wings, Inc.
~~Thomas Masters~~
~~242 Wrena Dr.~~
~~West Palm Beach, Florida 33409~~

Director #2 Randi FLINN
P.O. Box 829
EL DORADO, CA.
95623

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,


Thomas Masters

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

03 OCT 27 AM 9:21

**ARTICLES OF INCORPORATION
OF
Under Our Wings, Inc.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Under Our Wings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 242 Wrena Dr., West Palm Beach, Florida 33409, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. The specific Purpose(s) are: **PLEASE SEE SCHEDULE "1"**

ARTICLE IV - DIRECTORS

The number of initial directors of this corporation is 3. Their names and address are as follows:

Thomas Masters
242 Wrena Dr.
West Palm Beach, Florida 33409

Randi Flinn
P.O BOX 829
El Dorado, California 95623

Brian Dean
3394 Hamlet Loop
Winter Park, Florida 32792

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

Thomas Masters
242 Wrena Dr.
West Palm Beach, Florida 33409

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Thomas Masters
242 Wrena Dr.
West Palm Beach, Florida 33409

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XIV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XVI - COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

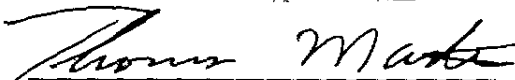
The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 10/10/2003


Thomas Masters, Incorporator

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.

Dated: 10/10/2003


Thomas Masters, Registered Agent

PURPOSE OF THE CORPORATION

The specific purposes for which the corporation is organized are the following:

The mission of Under Our Wings, Inc. is to aid juveniles being tried in the adult judicial system.

We realize that many different factors can lead to a child having an adverse encounter with the law. We want to be of assistance to these children who many potentially face lengthy terms in adult prisons; or the possibility of the death penalty or life with to chance for parole.

We advocate for children under the age of 18 to be tried only within the realm of the juvenile court system. This system was created in the early 1900's for a reason. Even back then; it was understood that children should not be held accountable as adults for what has transpired.

We further advocate on the part of families in need. Poverty and lack of education can potentially be major contributors to encounters with legal issues.

Under Our Wings, Inc. wants to try and work with families in need guidance. Proper housing, health care and education are vital for healthy star in life. No child should ever be deprived of these basic necessities for growth.