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SECOND REQUEST

Date 1.30.04

FLORIDA NON-PROFIT CORPORATION

Auntie's Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 29, 2004

HUBCO

SUBJECT: AUNTIE'S INC.
REF: W04000003977

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- 1 The registered agent must sign accepting the designation.
- 2 If you have any further questions concerning your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

FAX Aud. #: H04000017572
Letter Number: 204A00006173

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Auntie's Inc.

ARTICLE II PRINCIPAL

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

Auntie's Inc.
203 Howard Avenue
New Smyrna Beach, FL 32168

ARTICLE III PURPOSE(S)

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

Auntie's Inc. is a shelter for infants and toddlers. This shelter will provide emergency and long term care for children in foster care or in a family crisis. We will also provide backup care for foster parents needing relief.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, 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.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

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

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IV

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Manner of election of directors

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

The Method of election of directors are to be stated in the bylaws.

ARTICLES V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

Katherine W. Zow - 203 Howard Avenue, New Smyrna Beach, FL 32168

Sam Zow Jr. - 203 Howard Avenue, New Smyrna Beach, FL 32168

Dorothy Mckinon - 906 Enterprise Road, New Smyrna Beach, FL 32168

ARTICLES VI

Initial registered agent and street address

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

**Katherine W. Zow
203 Howard Avenue
New Smyrna Beach, FL 32168**

ARTICLES VII

Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

**Katherine W. Zow
203 Howard Avenue
New Smyrna Beach, FL 32168**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23rd day of January 2004.


SIGNATURE

Katherine W. Zow

Incorporator

H04000017572

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Auntie's Inc.

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

Katherine W. Zow

Name

203 Howard Avenue

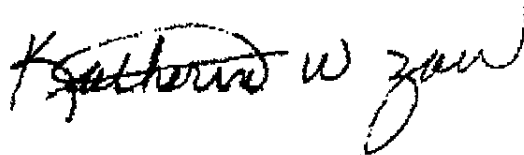
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New Smyrna Beach, FL 32168

(City / State / Zip)

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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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Katherine W. Zow
Signature

January 23, 2004
(Date)