

N0400000/307

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(Business Entity Name)

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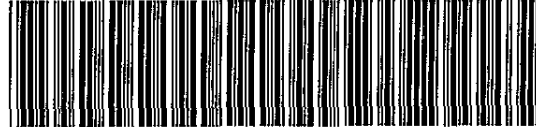
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Special Instructions to Filing Officer:

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Office Use Only



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01/12/04--01020--013 **87.50

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2004 FEB -9 P 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dream Quest, Inc.
c/o Covenant Counseling
10850 SW 113th Place,
Suite 116
Miami, FL 33176

January 1, 2004

Department of State
Division of Corporations & Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for Dream Quest, Inc, a not-for-profit corporation, along with a copy of the By-Laws for our organization.

Also enclosed is the payment for the filing fees, in the amount of \$87.50.

Please return a certified copy to the corporate address listed above.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Tom Schroeder", written over a horizontal line.

Thomas Richard Schroeder, Jr.
Incorporator



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 20, 2004

THOMAS RICHARD SCHROEDER, JR.
C/O COVENANT COUNSELING
10850 SW 113 PL STE 116
MIAMI, FL 33176

SUBJECT: DREAM QUEST, INC.
Ref. Number: W04000002495

2/5/04

*changed to DREAM QUEST NETWORK,
INC.*

We have received your document for DREAM QUEST, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 704A00003500

Dear Ms. White,
Thanks for your assistance. Attached
are the documents with a name that seemed
to be available.
Yours truly,
MSP

RECEIVED
04 FEB -9 AM 11:50
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION

OF

Dream Quest Network, Inc.

A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ONE: The name of this corporation is **Dream Quest Network, Inc.**

TWO: The principal office and mailing address of this corporation is as follows:

10850 SW 113th Place, Suite 116, Miami, FL 33176

THREE: The specific purposes for which this corporation is organized are charitable purposes, including but not limited to, provision of educational services, psychological counseling, programs for the prevention of high-risk behavior, education enhancement, college-preparatory services and other associated and necessary social services as human needs may require.

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.

FOUR: The number of initial directors of this corporation is three (3). These directors were elected in the organizational meeting of **Dream Quest Network, Inc.** in the manner stated in the organization's By-Laws. The names and addresses of the initial directors are as follows:

- 1) Thomas Richard Schroeder, 15202 SW 80th Avenue, Miami, FL 33157
- 2) Gerald Walker Jones, 288 Maureen Drive, Sanford, FL 32771
- 3) Nereida Garcia Caceres, 8760 SW 133rd Ave. Road, #413, Miami, FL 33183

FIVE: The Registered Agent of this corporation is as follows:

Yvonne Sawyer, 5026 SW 147th Place, Miami, FL 33185

SIX: The name and address of the Incorporator to these Articles of Incorporation is as follows:

Thomas Richard Schroeder, 15202 SW 80th Avenue, Miami, FL 33157

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

NINE: 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.

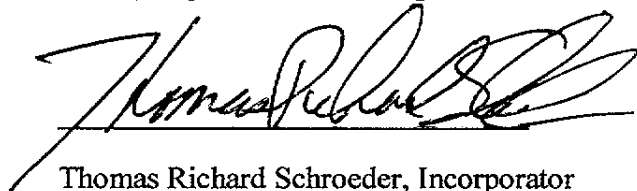
TEN: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ELEVEN: 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.

TWELVE: 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 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.

THIRTEEN: The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

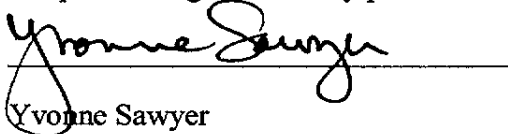
The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:



Date:1/1/04

Thomas Richard Schroeder, Incorporator

Having been named as registered agent and to accept services 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 am familiar with and accept the obligations of my position as registered agent:


Yvonne Sawyer

Date:1/1/04

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TALLAHASSEE, FLORIDA