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R. William Lyng, III, R.A.
12 S. Orlando Avenue
Kissimmee, FL 34741

(Address)

(City/State/Zip/Phone #)

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STATE
ALABAMA FLORIDA

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**ARTICLES OF INCORPORATION
OF
FREEDOM DRIVE FOR KIDS, INC.**

FILED
2004 FEB 26 PM 5:29
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporations Act, adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME: The name of the corporation is FREEDOM DRIVE FOR KIDS, INC.

ARTICLE II - PURPOSE: This corporation is organized for the purpose of charitable work for disadvantaged children and conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION: The period of the duration of the corporation is to be perpetual.

ARTICLE IV - MEMBERSHIP: The Corporation shall consist of members. New members shall be selected by the vote of a majority of the existing membership at any meeting of the corporation. Members must have demonstrated a continuing commitment to promote the welfare of underprivileged children. Membership shall not be transferable. Membership shall be terminated by consent or request of the member or the majority of either the membership or board of directors of the corporation. Upon termination of membership, the terminated member shall have no further rights as to the corporation, which rights shall reside in the remaining membership.

ARTICLE V - INITIAL REGISTERED OFFICE: The street address of the principal office, as well as the mailing address is 207 East Cedarwood Circle, Kissimmee,

Florida 34743, and the name of the initial registered agent of this corporation at said address is CHARLES WATERMAN.

ARTICLE VI – BOARD OF DIRECTORS: The corporation shall be managed by a Board of Directors. There shall be three directors; which shall be elected by majority of the members of the corporation.

ARTICLE VII - OFFICERS: The business of the corporation is to be conducted by a President and Secretary, and the Directors and such other officers, agents, or committees as the members may create, adopt, select and appoint. Officers shall be required to be a member of the corporation as a condition precedent to the right to hold office.

ARTICLE VIII - DIRECTORS: The initial directors of the corporation shall be:

- 1) CHARLES WATERMAN
- 2) VERONIQUE WATERMAN
- 3) ARTHUR PEMBERTON

ARTICLE IX - INCORPORATOR: The name and address of the Incorporators are:

CHARLES WATERMAN
207 East Cedarwood Circle
Kissimmee, FL 34743

ARTICLE X - DISTRIBUTION OF ASSETS: Upon a final or partial liquidation of the corporation's assets, all such assets will be distributed to:

OSCEOLA COUNTY CHILDREN'S HOME

ARTICLE XI - AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the members by a majority entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed to these Articles of Incorporation this 12th day of February, 2004.


CHARLES WATERMAN

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared CHARLES WATERMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

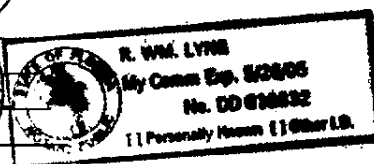
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of February, 2004.


Notary Public, State of Florida

Printed Name: R. William Lyne

My commission expires: _____

My commission number: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FREEDOM DRIVE FOR KIDS, INC., desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at 207 E. Cedarwood Circle, Kissimmee, Osceola
County, Florida 34743, has named Charles Waterman, at that address, as its agent to accept service
of process within Florida.

Signature: Charles Waterman (Officer)
Print: CHARLES WATERMAN
Date: 2/12/04

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties.

Charles Waterman
Registered Agent
Printed Name: Charles Waterman
Date: 2/12/04

_____(Officer)
Print: CHARLES WATERMAN
Date: 2/12/04

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