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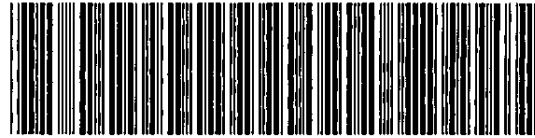
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Amended

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

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Established 1900

June 8, 2007

245 South Central Avenue
P.O. Drawer 30
Bartow, Florida 33831
Phone: (863) 533-7117
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Sender's e-mail address:
kdm@bosdun.com

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Helping our People Excel (HOPE), Inc.,
a Not for Profit Corporation

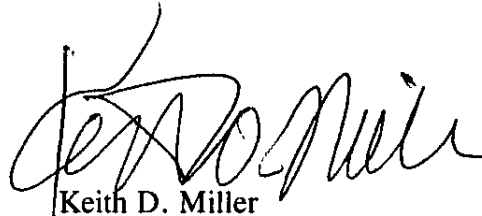
Dear Sir/Madam:

Enclosed please find a check in the amount of \$43.75 for filing the First Amended Articles of Incorporation of Helping Our People Excel (HOPE), Inc., a non-profit corporation and providing me a certified copy. Please file the original Amended Articles and certify the enclosed copy. Thereafter, please return same to me.

Thank you for your prompt attention to this matter.

Sincerely,

BOSWELL & DUNLAP LLP



Keith D. Miller

KDM/lm
Enclosures
cc: Client

FIRST AMENDED ARTICLES OF INCORPORATION OF

HELPING OUR PEOPLE EXCEL (HOPE), INC.

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the Corporation is: **HELPING OUR PEOPLE EXCEL (HOPE), INC.**

ARTICLE 2: NOT FOR PROFIT

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law. 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.

ARTICLE 3: DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4: PURPOSES

The Corporation is organized, and shall be operated for the purpose of working with pre-release penitentiary and jail prisoners, juvenile and adult, to better prepare them for re-entry into society so that they may be integrated into society thereby being able to support themselves and live within the rules, mores and norms of society, as well as having a spiritual background in the Christian life. The corporation shall have and exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein, and do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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ARTICLE 5: LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 6: MEMBERS

The Corporation shall have voting members who shall be elected and may be removed by the voting members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial voting member is as follows:

Danny Tucker
609 Southwest Third Street
Fort Meade, FL 33841

Genene Pamela Tucker
609 Southwest Third Street
Fort Meade, FL 33841

Tangela Mobley
2789 Highlands Creek Drive
Lakeland, FL 33813

ARTICLE 7: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal office and registered office of the Corporation is located at 609 Southwest Third Street, Fort Meade, FL 33841, and the name of its initial Registered Agent is Keith D. Miller, Esquire, whose address is 245 South Central Avenue, Bartow, FL 33830.

ARTICLE 8: INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the Directors annually. The name and address of each

initial Director of the Corporation is as follows:

Danny Tucker
609 Southwest Third Street
Fort Meade, FL 33841

Genene Pamela Tucker
609 Southwest Third Street
Fort Meade, FL 33841

Tangela Mobley
2789 Highlands Creek Drive
Lakeland, FL 33813

ARTICLE 9: OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors, and may be removed by the Board of Directors, at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Danny Tucker	609 Southwest Third Street Fort Meade, FL 33841	President
Genene Pamela Tucker	609 Southwest Third Street Fort Meade, FL 33841	Treasurer
Tangela Mobley	2789 Highlands Creek Drive Lakeland, FL 33813	Secretary

ARTICLE 10: INCORPORATORS

The name and address of each Incorporator is as follows:

Danny Tucker
609 Southwest Third Street
Fort Meade, FL 33841

ARTICLE 11: BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE 12: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 13: NON-STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock. 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 Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17th day of June, 2007.

Witnesses:

Maureen Osborne
Scott Dwyer

Danny Tucker
Danny Tucker, Director

STATE OF FLORIDA
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments,

personally appeared Danny Tucker, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: _____

WITNESS my hand and official seal in the County and State named above on the 7th day of June, 2007.

(Affix Notarial Seal)
"Official Notary Seal"
MARIAN L. OSBORNE
Notary Public, State of Florida
My Commission Expires March 18, 2010
Commission Number DD 514940

Marian L. Osborne
Notary Public - State of Florida at Large
My Commission Expires:

Marian Osborne
Secy & A

Genene Pamela Tucker
Genene Pamela Tucker, Director

STATE OF FLORIDA
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared Genene Pamela Tucker, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: _____

WITNESS my hand and official seal in the County and State named above on the 7th day of June, 2007.

(Affix Notarial Seal)

"Official Notary Seal"
MARIAN L. OSBORNE
Notary Public, State of Florida
My Commission Expires March 18, 2010
Commission Number DD 514940

Marian L. Osborne
Notary Public - State of Florida at Large
My Commission Expires:

Marian Osborne
Pro & [Signature]

Angela B. Clark
Angela B. Clark, Director

STATE OF FLORIDA
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared Angela B. Clark, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: _____

WITNESS my hand and official seal in the County and State named above on the 9th day of June, 2007.

(Affix Notarial Seal)

Marian L. Osborne
Notary Public - State of Florida at Large
My Commission Expires:

"Official Notary Seal"
MARIAN L. OSBORNE
Notary Public, State of Florida
My Commission Expires March 18, 2010
Commission Number DD 514940