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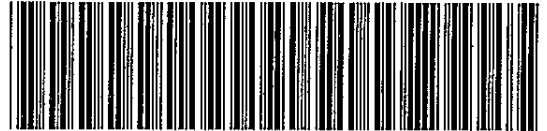
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Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887

Facsimile: (202) 785-8882

November 30, 2004

State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: One on One, One by One, Inc.

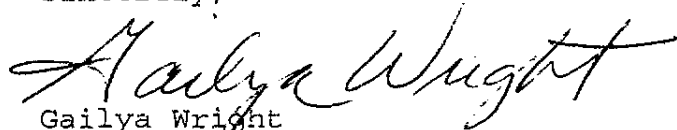
Dear Sir or Madam:

We are enclosing one executed original of the Articles of Incorporation of the above-referenced non-profit corporation and one copy. Please file the Articles and send us a certified copy.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee (\$35), the Registered Agent fee (\$35) and the fee for a certified copy (\$8.75).

If you have any questions, please telephone the undersigned at (202) 785-8887. Thank you for your prompt assistance.

Sincerely,



Gailya Wright
Assistant

Enclosures

cc: Mr. Frank Johnston
Stephen A. Bodzin

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ONE ON ONE, ONE BY ONE, INC.

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the Corporation is ONE ON ONE, ONE BY ONE, INC. and the initial principal address and mailing address of the Corporation is 412 Magnolia Avenue, Panama City, Florida 32401.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is organized and operated exclusively for charitable purposes. The purposes of the Corporation, a not-for-profit charitable organization, are to provide community-based assistance to families and individuals in their efforts to move from welfare to work, including one on one case management, professional job coaching, employment skills training, job referrals and motivational encouragement, support services, education training assistance and similar support and assistance. The Corporation may also provide financial assistance to several different types of organizations which are exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

The Corporation will have no members.

ARTICLE VI

The address, including street and number, of its initial registered office is 412 Magnolia Avenue, Panama City, Florida 32401 and the name of its initial registered agent at such address is Frank Johnston.

ARTICLE VII

The number of Directors constituting the Board of Directors of the Corporation shall be at least four (4) and not more than six (6) as set forth in the By-Laws of the Corporation.

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses, including street and number of the persons who are to

serve as the Directors until the first annual meeting or until their successor or successors shall be elected and qualified are:

Joseph F. Chapman, IV
1002 West 23rd Street
Panama City, Florida 32405

Wendi LeMense
412 Magnolia Avenue
Panama City, Florida 32401

Kerri Toth
412 Magnolia Avenue
Panama City, Florida 32401

Angela Black
412 Magnolia Avenue
Panama City, Florida 32401

Higdon Swatts
412 Magnolia Avenue
Panama City, Florida 32401

The method of election of Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VIII

This Corporation is organized under a non-stock basis. The Corporation is not authorized to issue capital stock.

ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the Corporation's By-Laws. The Corporation shall be managed by the Corporation's President, who shall be responsible for the day-to-day operation of the Corporation.

ARTICLE X

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE XI

The name and address, including street and number, of the incorporator is: Frank Johnston, 412 Magnolia Avenue, Panama City, Florida 32401.

Incorporator:

Date: Nov 17, 2004


Frank Johnston [Seal]

STATE OF FLORIDA
COUNTY OF BAY

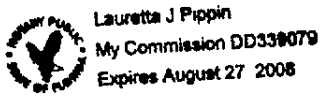
I HEREBY CERTIFY that on this 17 day of Nov, 2004, before me personally appeared FRANK JOHNSTON, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known
Identified by Driver's License Number _____
Issued by the State of _____

Laurette J Pippin

Notary Public
Typed Name _____



My Commission Expires: _____
Commission No.: _____
State of _____

ACKNOWLEDGMENT OF REGISTERED AGENT

FRANK JOHNSTON, having been named in the Articles of Incorporation to accept service of process for ONE ON ONE, ONE BY ONE, INC., at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act relevant to keeping open said office.

Frank Johnston

Frank Johnston

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