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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 22, 2004

DUDLEY P. HARDY, P.A.
403 W. GEORGIA STREET
STARKE, FL 32091

SUBJECT: FRESH IMPACT, INC.
Ref. Number: W04000046749

We have received your document for FRESH IMPACT, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 604A00071118

Dudley P. Hardy, P.A.
Attorney at Law

Post Office Drawer 1030 ■ 403 W. Georgia Street ■ Starke, Florida 32091
(904)964-5701 ■ Fax: (904) 964-2304 ■ e-mail: dudleyph@Earthlink.net

December 20, 2004

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: FRESH IMPACT, INC.

To Whom It May Concern:

Enclosed for filing is the original and one (1) copy of Articles Of Incorporation and Acceptance by Registered Agent on the above. Also enclosed is a check in the amount of \$70.00 for payment of the following:

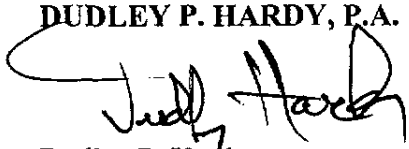
1.	Filing Fee for Articles Of Incorporation	\$35.00
2.	Filing Fee for Acceptance by Registered Agent	<u>\$35.00</u>
	Total:	\$70.00

Please notify me when the Articles Of Incorporation are filed.

I appreciate your anticipated cooperation.

Sincerely,

DUDLEY P. HARDY, P.A.


Dudley P. Hardy
DPH/kem
Enclosures as stated

RECEIVED
04 DEC 22 AM 6:09
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W04-
46749

ARTICLES OF INCORPORATION
OF
FRESH IMPACT, INC.

A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **FRESH IMPACT, INC.**

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter,

ARTICLE III

EFFECTIVE DATE

The effective date on which this Corporation shall begin is upon the filing of these Articles Of Incorporation with the Department Of State.

ARTICLE IV

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. To assist children and families in their educational pursuits.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. To engage in any lawful business authorized under the laws of the State of Florida;

C. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

D. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Nonprofit Corporation Code.

ARTICLE V

NOT FOR PROFIT NATURE; POWERS

1. The corporation is organized pursuant to the Florida Nonprofit Corporation Code and is a nonprofit corporation as described in Section 501(c) (3) of the Internal Revenue Code, as amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of incorporation. 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 any political campaign on behalf of or in opposition to any

candidate for public office.

3. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Nonprofit Corporation Code.

4. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to (i) any other organizations(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, or educational, or other purposes permitted by Section 501(c) (3) of the internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporation shall be exempt under Section 501(c) (3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these Articles of Incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these Articles of Incorporation, the Circuit Court of Bradford County shall, upon application of one or more persons having a real interest in the corporation or its assets make such distribution(s) as provided in these Articles of Incorporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be: 403 W. Georgia St., Starke, Florida 32091, and the name of its initial registered agent at such address is: Dudley P. Hardy, 403 W. Georgia St., Starke, Florida 32091. The street address

and mailing address of the principal office is: 7354 SE 5th Ave., Starke, FL 32091.

ARTICLE VII

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least three directors. The method of election of directors shall be set forth in the bylaws of the corporation. The name and Street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Shannon Whitaker	7354 SE 5 th Ave. Starke, FL 32091
Joshua Whitaker	7354 SE 5 th Ave. Starke, FL 32091
Michele Fairrow	809 Pinewood Dr. Starke, FL 32091

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Shannon Whitaker	7354 SE 5 th Ave. Starke, FL 32091

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of December, 2004.


SHANNON WHITAKER

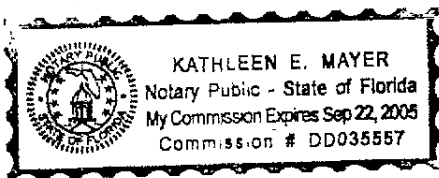
STATE OF FLORIDA)

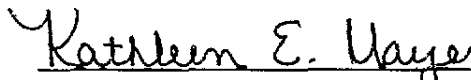
)SS:

COUNTY OF BRADFORD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared SHANNON WHITAKER, who is personally known to me [X] or has presented valid identification, personally known to me known to be the person described as the incorporator in and who executed the foregoing Articles of incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of December, 2004.





Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 28th day of December, 2004.


DUDLEY P. HARDY