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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Department of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

February 1, 2005

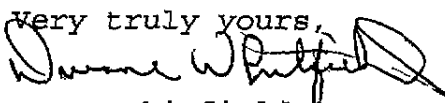
Re: **HEAVENLY PROVIDERS, INC.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$78.75 covering the fees relating to this filing.

Very truly yours,


Dwane Whitfield, Incorporator

414 N. 8th St.

Gaines City, FL 33844-4110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HEAVENLY PROVIDERS, INC.**

ARTICLE I - NAME & PRINCIPAL OFFICE

The name of this corporation is **HEAVENLY PROVIDERS, INC.** The address of the initial Principal office of the corporation is: 414 North 8th Street, Haines City, FL 33844-4110

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general educational purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle administer a wide variety of charitable, educational, religious scientific, or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational scientific or literary purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(D) The corporation shall have the following "Conflict of Interest" policy: "Individuals on the governing body that are also employed by HEAVENLY PROVIDERS, INC. will:

1. Be compensated in the capacity as a board member for justifiable expense related to meetings (milage, etc.) only.
2. Remove her (him) self from the voting process when determining compensation, benefits, etc. in his(her) capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like exempt organizations."

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI - MEMBERSHIP

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 414 North 8th Street, Haines City, FL 33844-4110, and the name of the registered agent of this corporation at that address is Dwane Whitfield.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

NAMES

Dwane Whitfield

Sandra Streeter

Shirley Russell

ADDRESSES

414 North 8th Street
Haines City, FL 33844

1108 Ave E
Haines City, FL 33814

1000 Ave E
Haines City, FL 33844

(B) Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to elect from time to time. Initially such officers shall be elected at the Organizational meeting of the Board of Directors.

ARTICLE VIII - DEDICATION OF ASSETS

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, 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, 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 organization is then located, exclusively for such purposes.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Dwane Whitfield

414 North 8th Street
Haines City, FL 33844

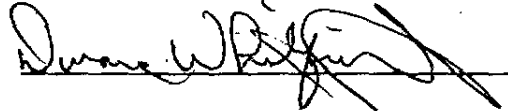
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of February, 2005.

A handwritten signature in black ink, appearing to read "Dwane Whitfield", is written over a horizontal line.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the Following is submitted:

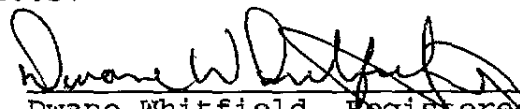
FIRST: that HEAVENLY PROVIDERS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 414 North 8th Street,
Haines City, FL 33844-4110, has named Dwane Whitfield, as
its agent to accept service of process within Florida.

Dated February 1, 2005.


Dwane Whitfield, Director

SECOND: Having been named to accept service of process for the
above named 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 performance of my duties.

Dated February 1, 2005.


Dwane Whitfield, Registered Agent