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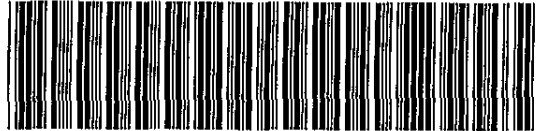
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. R. Mousa, P. A.
Law Office

1680 Smith St., #3
Orange Park, Florida 32073
(904) 278-1711

February 23, 2005

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation
(A non-profit Corporation)
THE OLDE FARM, INC.

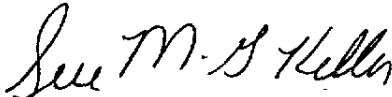
Dear Secretary:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of THE OLDE FARM, INC., a non-profit corporation, which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is payment in the amount of \$78.75 for the Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Designation.

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



Sue M-G Keller

SMGK/tbs

Enclosures

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
THE OLDE FARM, INC.
A Non-profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is THE OLDE FARM, INC.

ARTICLE II. PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including but not limited to:

1. Serving as an outreach program, working through the community to strengthen the community through means of programs, establishing emergency food banks and community reaching out, networking with Agencies both private and governmental to aid the underprivileged in their outlook and daily living, to gather, prepare, provide and distribute food, to furnish clothing, household items and other necessities in time of need, to set a standard for young men and women both in their personal appearance and morality in their lifestyles as well as stressing education and work ethic, providing young people in the community with job opportunity information, to assist those in the community who are

on fixed incomes insofar as their personal health and hygiene is concerned, providing prenatal networking and information to those who would otherwise not receive care and needed information, both through the community and government.

2. To recruit, refer and place like minded individuals who are willing to assist, serve or contribute to the needs of the community.

3. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, property, real or personal, tangible or intangible, or any undivided interest therein, without limitation, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income therefrom in such manner as, in the judgment of the Directors, will best promote the purposes of the corporation;

4. Notwithstanding anything to the contrary herein contained, this corporation shall have the power to do any and all incidental acts and things and to exercise any and all other powers which a partnership or natural person doing business on a non-profit basis could do or exercise as may be authorized by law, and shall possess such general and additional powers as are conferred by the laws of the State of Florida upon non-profit corporations which are likewise and similarly organized, subject to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; provided, however, that this corporation

shall be operated exclusively for the attainment of its stated objectives and shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal and State taxation.

ARTICLE III. CAPITAL STOCK

This corporation is organized upon a nonstock basis, and this corporation shall not issue shares of stock.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Resident Agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation in the City of Green Cove Springs, County of Clay, State of Florida, has named GAIL CURTIS, 35 Zibra St., Middleburg, Florida, 32068, as its agent to accept service of process within the State.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three (3), nor more than ten (10).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation are:

GAIL CURTIS	35 Zebra St. Middleburg, Florida 32068
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MICHAEL CURTIS	35 Zebra St. Middleburg, Florida 32068
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LORI GUTHRIE	P.O. Box 843 Middleburg, Florida 32050
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MARA CLAYTON	P.O. Box 1980 Middleburg, Florida 32050
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SHAWNA MARANVILLE	35 Zebra St. Middleburg, Florida 32068
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ARTICLE VII. INCORPORATORS

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

GAIL CURTIS	35 Zebra St. Middleburg, Florida 32068
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ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

PRESIDENT DIRECTOR	GAIL CURTIS	35 Zebra St. Middleburg, Florida 32068
VICE PRES. DIRECTOR	MICHAEL CURTIS	35 Zebra St. Middleburg, Florida 32068
TREASURER DIRECTOR	LORI GUTHRIE	P.O. Box 843 Middleburg, Florida 32050
SECRETARY DIRECTOR	MARA CLAYTON	P.O. Box 1980 Middleburg, Florida 32050
CREATIVE DIRECTOR DIRECTOR	SHAWNA MARANVILLE	35 Zebra St. Middleburg, Florida 32068

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE IX. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X. POWERS

Consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and with Florida Statute 617, and at all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of the law that will or might prevent it at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification;

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized for the purposes which are not exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended;

C. This corporation shall never be operated for the primary purpose of carrying on trade or business for profit;

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any matter, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise;

E. This corporation shall never discriminate against any person or persons upon the basis of race, color, creed, religion, sex or age;

F. At no time shall this corporation engage in any activity which is unlawful under the laws of the State of Florida, of the United States of America, or any transaction prohibited by the Internal Revenue Code of 1954, as amended;

G. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator, or any substantial contributor to the corporation unless such payment is permissible as reasonable compensation for services rendered to the corporation and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person, or inure, to be used for, accrue to or benefit any such person or any private individual;

H. No solicitation of contributions of this corporation shall be made, and no gift, bequest or devise to the corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of Federal and/or State Income Taxes;

I. This corporation may be dissolved only pursuant to the agreement of the Board of Directors. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, or all debts and liabilities of the corporation, shall be distributed to a Not For Profit fund,

foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

ARTICLE XI. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XII. LOCATION


The location of this Corporation is 35 Zebra St., Middleburg, Florida, 32068, with a mailing address of 35 Zebra St., Middleburg, Florida, 32068.

ARTICLE XIIV. INDEMNIFICATION

This Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another Corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily

incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, By-law, agreement, vote of the stockholders, or otherwise, and the Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal, this 21st day of February, 2005, A. D., for the purpose of forming this corporation under the laws of the State of Florida.


GAIL CURTIS

STATE OF FLORIDA)

COUNTY OF CLAY).

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgments, personally appeared GAIL CURTIS, to me personally known or who produced a Florida Driver's License, as the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that she executed and subscribed to these Articles of Incorporation.

NOTARY PUBLIC:

Sue M G Mericle
STATE OF FLORIDA



Sue M G Mericle

My Commission DD154773

Expires October 01 2006

APPROVED
AND
FILED

05 FEB 28 PM 2:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

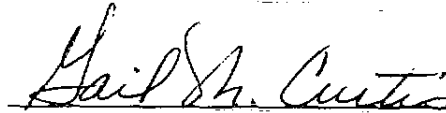
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

THE OLDE FARM, INC., desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in
the Articles of Incorporation of 35 Zebra St., Middleburg,
Florida, 32068, has named GAIL CURTIS, 35 Zebra St., Middleburg,
Florida, 32068, as its agent to accept service of process within
the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



GAIL CURTIS

Registered Agent

DATED: 2-21-05