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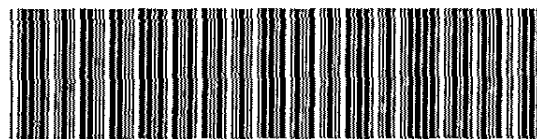
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J. Shivers MAY 27 2005

**ARTICLES OF INCORPORATION  
OF  
ALL AROUND THE WORLD CORPORATION**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**  
Name

The name of the Corporation is: All Around The World Corporation.

**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 Florida Department of State and the Corporation shall have perpetual thereafter.

**ARTICLE III**  
Purpose

The Corporation is organized and shall be operated exclusively to encourage, support and assist the development and redevelopment of social, economical, cultural, human services, and ethnic programs and activities in Largo and surrounding areas of Pinellas County Florida.

The Corporation shall have all powers now and hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto. No part of the earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV**  
Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

**ARTICLE V**  
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1752 Taylor Lake Place, Largo, Florida 33778 and the name of its initial registered agent at such address is Phoebe Dixon-Faye. The principal place of business is the same as the registered office.

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**ARTICLE VI**  
**Directors**

The Corporation shall have four directors initially. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors, and provided further that the initial directors may appoint not more than five additional directors before the bylaws are adopted. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Phoebe Dixon-Faye	1752 Taylor Lake Place, Largo, Fl 33778
Mary Dixon	1752 Taylor Lake Place, Largo, Fl 33778
Bernard Dixon	1752 Taylor Lake Place, Largo, Fl 33778
Bryan Dixon	1752 Taylor Lake Place, Largo, Fl 33778

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Phoebe Dixon-Faye	1752 Taylor Lake Place, Largo, Fl 33778

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

The articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 23<sup>rd</sup> day of May, 2005.


Phoebe Dixon-Faye  
Phoebe Dixon-Faye  
Bernard Dixon  
Bernard Dixon

Mary Dixon  
Mary Dixon  
Bryan Dixon  
Bryan Dixon

STATE OF FLORIDA

COUNTY OF PINELLAS

The forgoing articles of incorporation were acknowledged before me this 23<sup>rd</sup> day of May, 2005, by Phoebe Dixon, Mary Dixon, Bernard Dixon, and Bryan Dixon as incorporators.

Sarah M. Philpot  
Notary Public  
My Commission Expires May 26, 2007  
(Seal)  
 Sarah M. Philpot  
Notary Public - State of Florida  
Commission # DD 191688  
Expires May 26, 2007

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida statutes.

Dated this 23<sup>rd</sup> day of May, 2005.

Phoebe Dixon-Faye  
Phoebe Dixon-Faye

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