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DIVISION OF CORPORATION

05 JUN 13 AM 9:24

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DIVISION OF CORPORATIONS
05 JUN 13 PM 1:26

B. McKnight JUN 14 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Project Puzzle Piece, Inc.

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

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_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Signature _____

Requested by: *UL*

Name

Date *6/10*

Time *4:00*

Well, In

Well, Pick Up

**ARTICLES OF INCORPORATION
OF
PROJECT PUZZLE PEACE, INC.
a Florida not-for-profit corporation**

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SECRETARY OF CORPORATIONS
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The undersigned, **REGINA I. PIECHOCKI**, subscriber to these Articles of Incorporation, competent to contract, hereby presents these Articles for the formation of a not-for-profit Corporation under the laws of the State of Florida.

**ARTICLE I.
NAME OF CORPORATION**

1.1 The name of the Corporation shall be **PROJECT PUZZLE PEACE, INC.**, a not-for-profit Corporation.

**ARTICLE II.
NOT FOR PROFIT**

2.1 The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

**ARTICLE III.
PURPOSES**

3.1 This Corporation is organized, and shall be operated exclusively, for the following purposes:

3.1.1 The purpose of the Corporation is to show support for United States military and its troops, and to promote peacekeeping efforts.

3.1.2 To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

3.1.3 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV.
LIMITATION**

4.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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, above.

ARTICLE V.
PRINCIPAL PLACE OF BUSINESS

5.1 The initial principal office of and mailing address for the Corporation shall be as follows:

1451 Seagull Drive South
St. Petersburg, FL 33707

5.2 The Corporation shall have the power to relocate its principal office and/or to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VI.
REGISTERED AGENT

6.1 The initial Registered Agent of the Corporation shall be the following-named person at the following address:

Frank W. Goddard
4320 Central Avenue
St. Petersburg, FL 33711

ARTICLE VII.
MEMBERSHIP

7.1 Any person who meets the qualifications set forth in, and who agrees to be bound by, the Articles of Incorporation of this Corporation, by its Bylaws, and by such rules and regulations as the Corporation may from time to time adopt, is eligible for Membership in the Corporation. Admittance to and/or maintenance of Membership in this Corporation shall be at the sole discretion of the Board of Directors. The Members shall only have those rights, powers and/or authorities, if any, as may be provided in the Bylaws of the Corporation.

ARTICLE VIII.
BOARD OF DIRECTORS

8.1 The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased (or possibly decreased) from time to time, but shall never be less than three (3). The Directors shall be appointed and/or elected in accordance with the terms, provisions and procedures set forth in the Bylaws of this Corporation.

ARTICLE IX.
OFFICERS OF CORPORATION

9.1 The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such

manner as may be prescribed by the Bylaws.

ARTICLE X.
SUBSCRIBERS OF CORPORATION

10.1 The name and post office address of the subscriber to these Articles of Incorporation is as follows, to-wit:

Regina I. Piechocki
1451 Seagull Drive South
St. Petersburg, FL 33707

ARTICLE XI.
BYLAWS

11.1 The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation. The power to implement, alter, amend, restate or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 8 day of June, 2005.


REGINA I. PIECHOCKI

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE me personally appeared REGINA I. PIECHOCKI () to me well known and known to me, or (X) who has produced her driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purpose therein expressed.

WITNESS MY HAND and official seal this 8 day of June, 2005.


NOTARY PUBLIC

My Commission Expires:
[Seal]

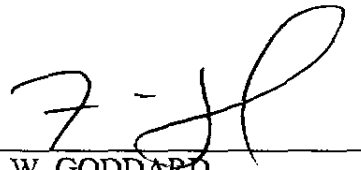


JANE B. MARTON
MY COMMISSION # DD 358479
EXPIRES: September 20, 2008
Bonded Thru Budget Notary Services

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby verifies that he is familiar with, and accepts, the obligations of serving as Registered Agent of Project Puzzle Peace, Inc., which appointment is contained in the foregoing Articles of Incorporation.

Dated this 8th day of June, 2005.


FRANK W. GODDARD

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