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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

CRY USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CRY USA, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation is CRY USA, INC. (the "Corporation").

**ARTICLE II.
ADDRESS**

The initial principal office and mailing address of the Corporation is:

225 Eric Drive
Naples, Florida 34110

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

COX & NICI
c/o Juan D. Bendeck, Esq.
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV.
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

David Farndale
126 Sterling Crescent, Hedge End
Southampton, SO30 2AL, UK

ARTICLE V. PURPOSE AND TERM

The Corporation is organized exclusively for charitable purposes, more specifically to create or support programs, preferably Christian-run, which care for disadvantaged, destitute and suffering children, young people and their families, in Southwest Florida but also in the United States of America generally and elsewhere, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

The Corporation's term shall be set forth in the Bylaws of the Corporation.

ARTICLE VI. ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.
5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE VII. DIRECTORS AND MEMBERS

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board. Each director shall be elected for a three-year term and, upon completion of a term, may be re-elected. At each annual meeting the successors to the directors whose term shall expire in that year shall be elected to hold office for a term of three (3) years from the date of their election and until their successors are duly elected and qualified.

The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

David Farndale
126 Sterling Crescent, Hedge End
Southampton, SO30 2AL, UK

Bruce Elliott
8842 Goldeneye Lane
Blaine, WA 98230

Drew Anderson
2162 Stacil Circle
Naples, FL 34109

Dale Benson
225 Erie Drive
Naples, FL 34110

ARTICLE VIII. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

**ARTICLE IX.
AMENDMENT**

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE X.
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Preference shall be given to organizations with a purpose similar to that of the Corporation as set forth in Article V. Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 28th day of June, 2005.

By: 

David Farndale, Sole Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CRY USA, INC.
2. The name and address of the registered agent and office is:

Cox & Nici
c/o Juan D. Bendeck, Esq.
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 28, 2005

By: Juan D. Bendeck
Cox & Nici: Juan D. Bendeck, Esq.
Initial Registered Agent