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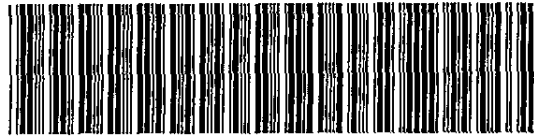
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TALMADGE, FLORIDA

C.F. 6-30

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

SUBJECT: RIVER CHILDREN. INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50.

FROM: William J. Shaw
381 101st Street
Marathon, FL 33050
(305) 743-2458

*Please return via enclosed
Fed-Ex envelope. Thanks!*

**ARTICLES OF INCORPORATION
OF
RIVER CHILDREN, INC.**

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TALLAHASSEE, FLORIDA

FIRST: I, William J. Shaw, whose address is 381 101st Street, Marathon, Florida 33050, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Florida and will be the Registered Agent.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

RIVER CHILDREN, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or any corresponding or successor provision of the Code).

(b) 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or interfere in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from federal income tax under Section 501(c)(3) of the Code (or any corresponding or successor provision of the

Code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding or successor provision of the Code).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are to first, provide school supplies to teachers and students, second, to bring medical professionals into needed areas and to visit schools to provide medical and dental care and third, to identify unmet needs in the community and to work with other organizations and individuals to meet these needs.

(d) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(3) of the Code (or any corresponding or successor provision of the Code) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or any corresponding or successor provisions of the Code), and all contributions are made to the Corporation subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

FOURTH: The post office address of the principal office of the Corporation in this State is 381 101st Street, Marathon, Florida 33050. The name and post office address of the Resident Agent of the Corporation in this State is William J. Shaw, 381 101st Street, Marathon, Florida 33050. Said Agent is a citizen of, and actually resides in the State of Florida.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Corporation will be a nonmembership corporation.]

SIXTH: The number of Directors of the Corporation shall be 3, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors

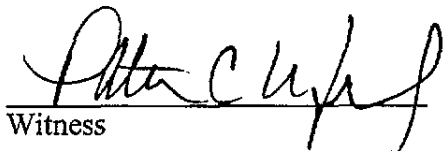
are duly chosen and qualified are: William J. Shaw, President and Treasurer; Michael R. Barnes, Vice President; and Patricia C. Unferth, Secretary. The Directors shall be elected at the regular February Board meeting according to the Bylaws.

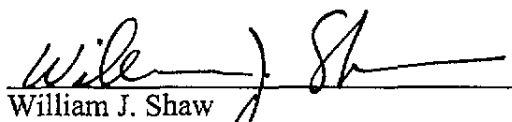
SEVENTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state 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 country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirement for the arrangement or conduct of the business of the Corporation, provided that the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or United States of America.

NINTH: The effective date of the Corporation shall be July 1, 2005.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of June, 2005, and I acknowledge the same to be my act.


Witness

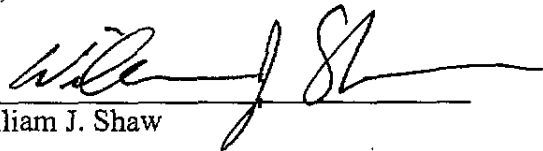

William J. Shaw

**WRITTEN CONSENT TO ACT AS REGISTERED AGENT
BY A FLORIDA RESIDENT**

TO: Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

I, William J. Shaw, a resident of the State of Florida, herein consent to act as registered agent
for:

RIVER CHILDREN, INC.


William J. Shaw

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA