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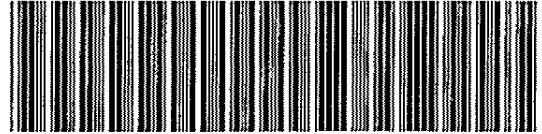
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
T. Hampton JUL 13 2005

Humongous Hearts, Inc.
3597 Gatlin Place Circle
Orlando, Florida 32812

June 28, 2005

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

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for **Humongous Hearts, Inc.**, a nonprofit corporation.

Also enclosed is the payment for the filing fees, certificate of status and a certified copy; in the amount of \$87.50.

Please return the certificate of status and certified copy to the corporate address listed above. If you have any questions, please do not hesitate to give me a call at 407-384-6005. Thank you for your attention in this matter.

Sincerely,

Jennifer Monn
Incorporator

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUMONGOUS HEARTS, INC.

A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ONE: The name of this corporation is **Humongous Hearts, Inc.**

TWO: The principal office and mailing address of this corporation is as follows:

3597 Gatlin Place Circle, Orlando, Florida 32812

THREE: The specific purposes for which this corporation is organized are charitable purposes, including but not limited to, providing a wide range of services to disabled youth to such as after-school and mentoring programs, tutoring, community workshops, respite care, independent living, and to provide disaster-related shelters; and other associated and necessary social services as human needs may require.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporation is three (3). These directors were elected in the organizational meeting of **Humongous Hearts, Inc.** in the manner stated in the organization's By-Laws. The names and addresses of the initial directors are as follows:

1. Jennifer Monn, 3597 Gatlin Place Circle, Orlando, Florida 32812
2. Daniel J. Monn, 3597 Gatlin Place Circle, Orlando, Florida 32812
3. J. Van Palmer, 1183 Windy Way Court, Apopka, Florida 32703

FIVE: The Registered Agent of this corporation is as follows:

Jennifer Monn, 3597 Gatlin Place Circle, Orlando, Florida 32812

SIX: The name and address of the Incorporator to these Articles of Incorporation is as follows:

Jennifer Monn, 3597 Gatlin Place Circle, Orlando, Florida 32812

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

NINE: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

TEN: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

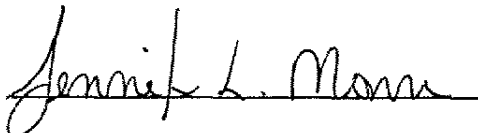
ELEVEN: Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELVE: In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the as defined in Section 4941(d) of the Internal Revenue Code; 2) shall not retain any excess business

holdings as defined in Section 4943(c) of the Internal Revenue Code; 3) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 4) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

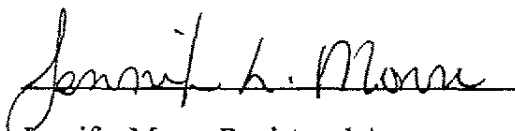
THIRTEEN: The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:


Jennifer Monn, Incorporator

Date: 7/7/05

Having been named as registered agent and to accept services 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 am familiar with and accept the obligations of my position as registered agent:


Jennifer Monn, Registered Agent

Date: 7/7/05