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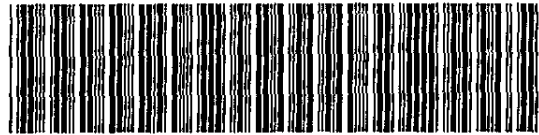
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2005 JUL 13 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

† Hampton JUL 14 2005

GENE R. SOLOMON
Certified Public Accountant

1342 Colonial Boulevard
Suite 11
Fort Myers, Florida 33907
Telephone: (239) 939-5303
Fax: (239) 939-1398
E-mail: grsolo@earthlink.net

July 10, 2005

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

RE: HUDSON FAMILY CHARITABLE FOUNDATION, INC

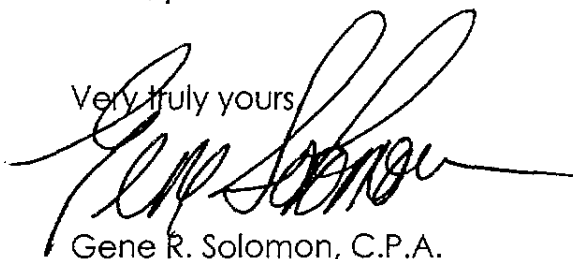
Dear Sir or Madam:

Enclosed please find the following documents to be recorded by the Florida Division of Corporations:

1. Articles of Amendment of **Hudson Family Charitable Foundation, Inc.;**
2. Check enclosed for \$ 78.75 to cover the filing fee and certified copy fee.
3. Copy of the Articles of Amendment to be certified and returned to my office.

If you have any questions on the enclosed, please contact me.

Very truly yours



Gene R. Solomon, C.P.A.

GRS:lg

Enclosures

Cc: Larry Hudson
Edward Wolitzky

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2005 JUL 13 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
HUDSON FAMILY CHARITABLE FOUNDATION, INC.**

The undersigned natural person(s) being over the age of eighteen (18) years, hereby associate themselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not for Profit Corporation Act", and hereby certify as follows:

ARTICLE ONE

The name of the Corporation shall be the HUDSON FAMILY CHARITABLE FOUNDATION, INC., and its principal place of business shall be 6826 SW Belvoir Drive, Arcadia, Florida 34269.

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

The Corporation is organized and operated exclusively for charitable, religious, scientific and educational purposes as set forth in the Articles of Incorporation of the Corporation and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation is organized solely as an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

This Corporation shall operate without regard to race, creed, color, gender, age or national origin. The Corporation shall be operated exclusively for such purpose, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payment and distributions in furtherance of charitable and educational purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

(a) To receive and hold by gift, bequest, devise, grant or purchase any real or personal property, tangible or intangible, and to invest and reinvest and to use and dispose of the same for the primary purpose to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for such purposes, including the making of distributions to organizations which qualify as tax-exempt organizations under the Code;

(b) To purchase, own, sell, convey, assign, encumber, mortgage, lease or otherwise deal with any interest in real estate and personal property, both tangible and intangible.

(c) To do and transact all such business necessary, incidental to or in any way connected with said purpose(s).

(d) To have and exercise all the powers conferred by the laws of Florida upon Corporations formed under the Florida Not for Profit Corporation Act;

(e) To do any or all things hereinbefore set forth in the same extent as natural persons might or could do; and

(f) To do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the Laws of the State of Florida; provided, however, that each of the activities and actions set forth in this paragraph shall be carried out strictly in furtherance of those corporate purposes set forth in this Article.

ARTICLE FOUR

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Member, 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.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE FIVE

The Corporation is organized upon a nonstock basis as defined in Section 617 of the Florida Statutes. The sole class of members of this Corporation shall be its Trustees.

ARTICLE SIX

The initial registered office and the initial registered agent of the Corporation shall be:

Edward Wotitzky
c/o Wotitzky, Wotitzky, Ross, Goldman, et al P.A.
109 Taylor Street Suite 112
Punta Gorda, Florida 33950

ARTICLE SEVEN

The initial Board of Trustees (Directors) of this Corporation who shall hold office until their successors are elected and have qualified or until their death, resignation or removal, shall be:

Larry Hudson	6826 SW Belvoir Drive Arcadia, Florida 34269
Sylvia Hudson	6826 SW Belvoir Drive Arcadia, Florida 34269
Aaron Hudson	6826 SW Belvoir Drive Arcadia, Florida 34269
Rita H. Beverly	6826 SW Belvoir Drive Arcadia, Florida 34269
Edward Wotitzky	109 Taylor Street Ste 112 Punta Gorda, Florida 33950
Gene R. Solomon	1342 Colonial Blvd #13 Fort Myers, Florida 33907

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Trustees (Directors). The number of trustees of the Corporation shall be at a minimum of three, provided that such number may be changed by a By-Law of the Corporation duly adopted pursuant to the By-Laws of this Corporation.

The initial Board of Trustees nominated and elected herein shall serve an initial term of three (3) years. The Trustee (Directors), subsequent to the initial Board of Trustees specified in these Articles of Incorporation, shall be designated, and selected as provided in the By-Laws of the Corporation. Procedures for increasing or decreasing the number of Trustee (Directors), the removal and resignation of Directors and filling of vacancies in the Board of Trustees shall be set forth in the By-Laws of the Corporation.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting if all the Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Trustees to so act.

ARTICLE EIGHT

The principal officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer and such assistant officers as the Board shall determine. Each of whom shall be elected by the Board of Trustees in the manner set forth in the By-Laws of the Corporation. The Board of Trustees shall also appoint a Chairperson and Vice-Chairperson to preside over the Board meetings. The initial Officers to hold the designated positions until the Board of Trustees shall elect or change shall be;

President	Larry Hudson
Vice President	Sylvia Hudson
Secretary	Sylvia Hudson
Treasurer	Larry Hudson

ARTICLE NINE

The name and address of the Incorporator of the Corporation is;

Larry Hudson	6826 SW Belvoir Drive Arcadia, Florida 34269
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ARTICLE TEN

Subject to the limitations contained in the By-Laws of this Corporation and any limitations set forth in the Not For Profit Corporation act of the State of Florida described above, concerning corporate action that must be authorized or approved by the members or Trustees of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of a majority of the Board of Trustees or by following the procedure set forth therefore in the By-Laws to this Corporation.

ARTICLE ELEVEN

These Articles of Incorporation may be altered, amended, or repealed only pursuant to the provisions set forth in the Not For Profit Act of the State of Florida Statutes. Amendments may be adopted in accordance with alternative methods provided for in the Act. Amendments to these Articles of Incorporation may be proposed by a resolution adopted by a majority of the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of members of the Corporation.

ARTICLE TWLEVE

Subject to any approvals described in these Articles of Incorporation or the By-Laws of the Corporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed to a Not for Profit fund, foundation, organization or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code and which is so qualified as the of date or time of any such distribution.

Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said Court shall determine; which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

IN WITNESS WHEREOF, the incorporator of the Corporation has hereunto affixed his signature this 8TH day of JUNE, 2005.

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was on the 8TH day of JUNE 2005, signed by the said LARRY E. HUDSON, as incorporator, and who is personally known to me or who produced as N/A as identification.

(SEAL) Comm. Exp. Date:



Gene Solomon
My Commission DD069752
Expires January 18, 2006

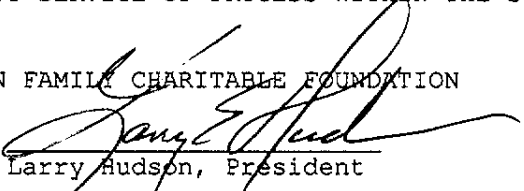
Gene Solomon
Notary Public
Gene Solomon
My Commission DD069752
Expires January 18, 2006

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED THAT the HUDSON FAMILY CHARITABLE FOUNDATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF Arcadia, COUNTY OF Charlotte, STATE OF FLORIDA,
HAS APPOINTED Edward Wotitzky, LOCATED AT 223 Taylor Street, Punta Gorda,
Florida 33950, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

HUDSON FAMILY CHARITABLE FOUNDATION

Signature:

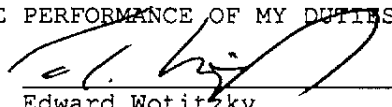

Larry Hudson, President

Date:

7.8.05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:


Edward Wotitzky

Date:

7/8/05