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ECRETARY OF STATE

LLAHASSEF FIRE

COVER LETTER

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

SUBJECT: Overxpoz	zed Inc.				
Enclosed is an original a	(PROPOSED CORPORATE				
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate		
FROM: Christopher D. Gilbert Name (Printed or typed)					
616 Calvin Ave. Address					
	-				
407-894-6069 Daytime Telephone number					

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Overxpozed Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

616 Calvin Ave., Orlando, Florida 32803

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The main purpose of the Oganization is Charitable as well as raising awareness of exploited children, teens and women.

ARTICLE IV MANNER OF ELECTION

The manner in which the Directors are elected or appointed:

May (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Christopher D. Gilbert, 616 Calvin Ave., Orlando, Florida 32803, President Holly C. Jewell, 616 Calvin Ave., Orlando, Florida 32803, Vice President / Treasurer Delpha A. St. Jean, 616 Calvin Ave., Orlando, Florida 32803, Secretary

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

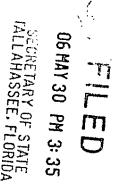
The name and Florida street address (P.O. Box Not acceptable) of the registered agent is:

Christopher D. Gilbert, 616 Calvin Ave., Orlando, Florida 32803

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Holly C. Jewell, 616 Calvin Ave., Orlando, Florida 32803



Page 2

ARTICLE VIII DISSOLUTION

The manner in which the Corporation will be dissolved:

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 county 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.

ARTICLE IX DEBT OBLIGATIONS AND PERSONAL LIABILITY

The manner in which the Corporation will be dissolved:

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature / Registered Agent

5-25-5006 Date

Signature /Incorporator

Date

O6 MAY 30 PM 3: 35

ESIBETH RIVERA

Comm# DD0518438

Expires 2/14/2010

Bonded thru (800)432-4254

Florida Notary Assn., inc