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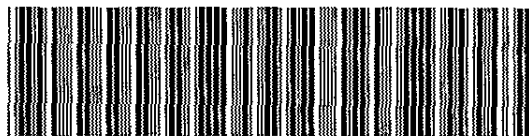
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626

W06-30864



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07/11/06--01031--014 **78.75

FILED
06 AUG 17 PM 1:52
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

8/17/06

Robert Casella & Paige McMichael

5050 Brywill Circle
Sarasota, FL 34234
(941) 359-6327

633 Leatherwood Rd
Maggie Valley, NC 28751
(828) 926-4660

August 16, 2006

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation Not For Profit: ESCUELITAS, INC.
File Number W06000030864


Dear Ms. Golden:

This will confirm my conversation of today's date with you and your supervisor, Mary Ann, regarding the necessary amendment of the above Articles of Incorporation. As discussed, a sentence has been added to Article Five indicating that the initial directors listed there were appointed by the Incorporator.

I enclose two copies of the amended Articles for your records.

You already have in your possession a Federal Express envelope addressed to the corporate address of 5050 Brywill Circle, Sarasota, Florida 34234. As requested, please return your next correspondence in that envelope to avoid further delay.

Sincerely,



Paige McMichael, Esq.
Incorporator

PM/pb
Lt/escuel/3
Encl.

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06 AUG 17 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE 06 AUG 17 PM 1:53
Division of Corporations

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 7, 2006

PAIGE MCMICHAEL
633 LEATHERWOOD ROAD
MAGGIE VALLEY, NC 28751

SUBJECT: ESCUELITAS, INC.
Ref. Number: W06000030864

We have received your document for ESCUELITAS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 806A00049026



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 12, 2006

PAIGE MCMICHAEL
633 LEATHERWOOD ROAD
MAGGIE VALLEY, NC 28751

SUBJECT: ESCUELITAS, INC.
Ref. Number: W06000030864

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06 AUG 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 006A00044882

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06 AUG -4 AM 7:27

Robert Casella & Paige McMichael

5050 Brywill Circle
Sarasota, FL 34234
(941) 359-6327

633 Leatherwood Rd
Maggie Valley, NC 28751
(828) 926-4660

July 10, 2006

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tampa, FL 32301
~~1612415722~~

FILED
06 AUG 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation Not For Profit

Gentlemen:

Enclosed please find the following:

1. Original signed Articles of Incorporation for Escuelitas, Inc.
2. Check in the amount of \$ 78.75.
3. Self addressed, pre-paid Federal Express envelope for return of receipt.

Please file the Articles of Incorporation and return the receipt in the enclosed delivery envelope.

Sincerely,



Paige McMichael,
Incorporator

PM/pb
Lt/esc/admin/1

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation shall be Escuelitas, Inc.

ARTICLE II PRINCIPAL OFFICE

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

5050 Brywill Circle
Sarasota, FL 34234

ARTICLE III PURPOSES

Section 1. Charitable and Educational Purpose: This organization 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) or the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Specific Purpose: The specific purpose of this organization shall be:

a. To promote the educational welfare and needs of primary and secondary school children in Central America, through the contribution and supply of equipment, clothing, educational materials and texts, supplies, physical infrastructure and other tangible goods to existing public, charitable and religious educational institutions and the individual students enrolled therein.

b. To promote the educational welfare and needs of primary and secondary school children in Central America, through the contribution of tuition fees on behalf of individual students to existing public, charitable and religious educational institutions.

Section 3. Activities: This organization shall have the power to engage in any and all lawful activities to further these purposes, but in all events shall limit its activities to the furtherance of educational and charitable activities which qualify for exemption under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

A Director shall serve until such time as he or she shall resign, die, or otherwise become unable or unwilling to serve. A Director may be removed involuntarily by a unanimous vote of all other Directors. In the event of involuntary removal or vacancy, the election of a replacement Director to the vacated seat shall be made by a two-third (2/3) majority vote of the remaining Directors.

ARTICLE V INITIAL DIRECTORS AND OFFICERS

The initial Directors, also known for the purposes of this organization as "Trustees" are hereby appointed by the Incorporator and shall be:

Janice Hughes, Chairman
Paige McMichael, President
Taylor Hughes, Treasurer / Secretary
Robert Casella, Vice Chairman

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the initial registered agent is:

Paige McMichael
5050 Brywill Circle
Sarasota, FL 34234

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Paige McMichael
5050 Brywill Circle
Sarasota, FL 34234

ARTICLE VIII

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 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 exempt purposes.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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.



Paige McMichael, Registered Agent

Dated: June 26, 2006



Paige McMichael, Incorporator

Dated: June 26, 2006

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TALLAHASSEE, FLORIDA