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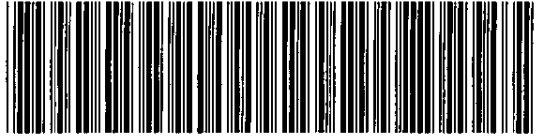
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28.1-29

MICHAEL L. BREWER

Attorney at Law

500 Canal Street, New Smyrna Beach, Florida 32168
(386) 423-5504

Telecopier: (386) 423-8370

January 22, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Frog Ministries, Inc.
A Not for Profit Corproation

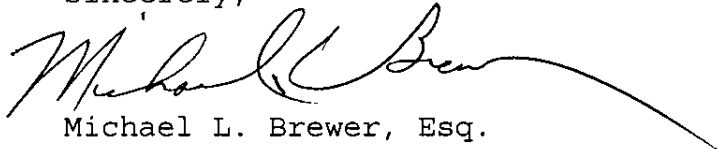
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is check made payable to the Florida Department of State in the amount of Seventy-eight and 75/100's (\$78.75) Dollars for the following:

1. Filing Fee	\$ 35.00
2. Certificate of Registered Agent	\$ 35.00
3. Certified copy of Corporate Charter	<u>\$ 8.75</u>
Total	\$ 78.75

After filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,


Michael L. Brewer, Esq.

MLB/mlv
Enclosure

ARTICLES OF INCORPORATION

OF

FROG MINISTRIES, INC.
(A Not for Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a Corporation not-for-profit.

ARTICLE I. - NAME

The name of this corporation shall be FROG MINISTRIES, INC.

ARTICLE II. - DURATION

This corporation shall exist perpetually unless sooner terminated in accordance with law; and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. - PURPOSE

The purpose for which FROG MINISTRIES, INC. is organized and shall be operated are exclusively to receive and administer funds for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-For-Profit Corporation Law.

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

c. The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

d. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

e. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

f. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

g. Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

h. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV. - POWERS

Notwithstanding any other provision of these Articles, this organization shall carry on only activities which are permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

The Corporation shall engage in activities generally for the purpose of operating a used clothes distribution facility for the needy. The projects in which the Corporation may engage, include, but are not limited to the following:

- a. The activities associated with accepting contributed rummage items, principally clothing, and presenting or displaying them at the corporation's 700 Canal Street site for acquisition by needy individuals.
- b. The solicitation for and collection of used clothing.
- d. Ministering christianity to all people.

ARTICLE V. DEDICATION

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 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 the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and are operated exclusively for such purpose.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS, INITIAL REGISTERED AGENT OFFICE AND AGENT

The principal place of business and general office of this Corporation shall be 700 Canal Street, New Smyrna Beach, Volusia County, Florida 32168, but the Corporation may maintain offices and transact business at such other places, either within or outside the State of Florida, as the Board of Directors may from time to time provide by resolution. The initial registered office of this corporation shall be 460 Bouchelle Drive, #302, New Smyrna Beach, Florida 32169. The name of the initial registered agent of this Corporation is Dawn M. Clark, whose street address is 460 Bouchelle Drive, #302, New Smyrna Beach, Florida 32169.

ARTICLE VII. - INITIAL DIRECTORS/OFFICERS

This corporation initially shall have three (3) directors constituting the initial Board of Directors. The directors shall be appointed by DAWN M. CLARK. Thereafter, the directors shall be appointed by a majority vote of the then existing directors. The number of directors may be increased or diminished from time to time by a majority vote of the then existing directors, but shall never be less than three (3). There shall always be an odd number of Directors. The directors shall serve for life, or until removal, or their earlier resignation. The names and addresses of the initial directors are:

DAWN M. CLARK	President & Director
460 Bouchelle Drive, #302	
New Smyrna Beach, FL 32169	

JEFFERSON W. CLARK, JR.	Director
460 Bouchelle Drive, #302	
New Smyrna Beach, FL 32169	

DEBORAH HURST	Director
36 Coachlight Ct.	
South Daytona, FL 32114	

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is DAWN M. CLARK, 460 Bouchelle Drive, #302, New Smyrna Beach, Florida 32169.

ARTICLE IX. - MEMBERS

The Corporation shall have no members.

ARTICLE I. - BY-LAWS

The By-Laws of this corporation may be adopted, altered or rescinded by a majority vote of the directors present at a duly

noticed meeting wherein a quorum consisting of at least fifty (50%) percent of the total number of directors is present.

ARTICLE II. - AMENDMENT

These Articles may be amended in the manner provided in the By-Laws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of January, 2008.

Dawn M. Clark
DAWN M. CLARK

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22nd day of January, 2008, by DAWN M. CLARK who is personally known to me.



Michael L. Brewer (SEAL)
Printed Name: Michael L. Brewer
Notary Public
Commission # DD 497919
My commission expires: 1/7/2010

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- FROG MINISTRIES, INC., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at City of New Smyrna
Beach, County of Volusia, State of Florida, has named DAWN M.
CLARK, located at 460 Bouchelle Drive, #302, City of New Smyrna
Beach, County of Volusia, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby agree to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

By: Dawn M. Clark
DAWN M. CLARK

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TALLAHASSEE, FLORIDA