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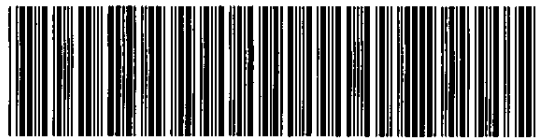
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DIVISION OF CORPORATIONS
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3/5/08

Laura Champ
Hopeful Tomorrow, Inc.
400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

February 22, 2008

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Hopeful Tomorrow, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,

A handwritten signature in cursive script that reads "Laura Champ". The signature is written in dark ink and is positioned above the printed name and company.

Laura Champ
Hopeful Tomorrow, Inc.

Enclosures

check stapled here

ARTICLES OF INCORPORATION

The following Articles of Incorporation are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.0202, Florida Statutes.

ARTICLE I – CORPORATION NAME

The name of the corporation is **Hopeful Tomorrow, Inc.**

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation's purpose is to be organized and to operate exclusively for the promotion of social welfare, including, but not limited to the following:

To provide fine arts education for disadvantaged and economically challenged children.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

ARTICLE IV – CORPORATE OFFICE

The corporation's principal office address shall be as follows:

400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

The corporation's mailing address shall be as follows:

400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

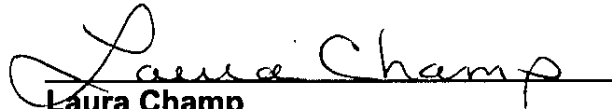
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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT & REGISTERED
AGENT'S SIGNATURE**

The name and the Florida street address of the Initial Registered Office and Agent of this Corporation is:

Laura Champ
400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

Having been named as registered agent and to accept service 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Laura Champ

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors February be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of the corporation are as follows:

Laura Champ
400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

Lee Caswell
1560 Palmetto St.
Clearwater, FL 33755

Robert Roemer
6372 Palma Del Mar. #801
St. Petersburg, FL 33715

The directors are elected or appointed in the manner set forth in the corporate By-Laws.

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ARTICLE VII - SIGNER

The name and address of the person signing these Articles of Incorporation is as follows:

Laura Champ
400 Bath Club Blvd. S.
N. Redington Beach, FL 33708

ARTICLE VIII – STATEMENT OF POLICY

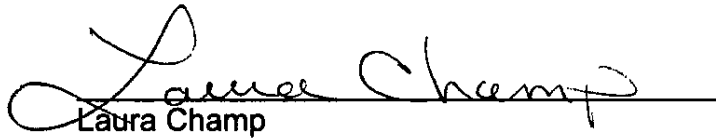
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth 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.

ARTICLE IX – DISTRIBUTION OF ASSETS UPON DISSOLUTION

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 purposes.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Corporation this 20 day of February, 2008.

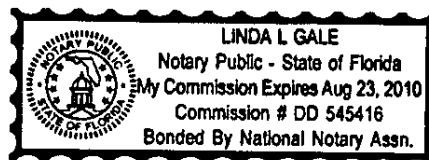

Laura Champ

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Laura Champ, known to me to be the person who executed the foregoing Articles of Corporation, and who acknowledged before me that she executed these Articles of Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26 day of February, 2008.


Notary Public, State of Florida at Large
My Commission Expires:



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