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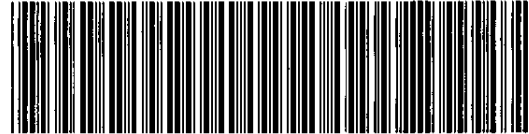
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SMITH, GAMBRELL & RUSSELL, LLP  
Attorneys at Law

Pamela M. Brown  
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Direct Fax: 904-598-6236  
PBrown@sgrlaw.com

June 13, 2011

**Via Federal Express**

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

Re: Articles of Incorporation of In Search of Me Cafe, Inc.

Dear Sir or Madam:

I have enclosed Articles of Incorporation of In Search of Me Cafe, Inc. to be filed with the Florida Department of State. I have also enclosed check no. 8771 in the amount of \$70.00, representing the filing fee.

Please do not hesitate to contact me if you have any questions or comments.

Very truly yours,



Pamela M. Brown

PMB/sm

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**IN SEARCH OF ME, INC.**

Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: **IN SEARCH OF ME, INC.** and shall be located at 118 Sea Marsh Road, Amella Island, Nassau County, Florida.

**ARTICLE II - CORPORATE PURPOSE**

In Search of Me, Inc. (ISOM) will produce, manage and distribute an Internet-based self-help program for young people (the "Program"). The purpose of this comprehensive, interactive multimedia program is to help today's youth address problems, communicate thoughts and ideas in a like-minded social networking environment, and seek outside help in finding solutions. The founders believe the best way to help youth manage their problems and prepare for a focused, productive and fulfilling life is to provide them with age-specific methods for helping themselves.

News headlines are filled with stories about the problems facing America's young people. They face growing issues from bullying to guns and violence to teen pregnancy. Not only are drugs, alcohol and tobacco appearing to become a permanent part of an adolescent's life experience, but life-threatening social issues such as bullying have become just another critical issue facing youth. And the number of students dropping out of school continues at an alarming rate.

A few statistics on the problems facing American youth:

- Over 1 million students drop out of school each year
- Their suicide rate is twice that of all other industrialized countries combined. Suicides involving firearms are 11 times the rate of these other countries combined.
- 28% of students 12 to 18 years old reported being bullied at school.
- Each year, almost 750,000 women aged 15-19 become pregnant.
- 80% of today's high school seniors have used alcohol; more than 30 percent binge drink at least once a month.

The ability of the school system, church, family and community to instruct and protect children is being severely challenged. Although these traditional institutions will continue to play an important role during the formative years of young people, additional tools will be needed to support the life skills portion of the education spectrum.

The Program represents an ideal life skills training tool. It is a unique content delivery system designed to reach young people using the Internet featuring high-level interaction via text, images and video combined with social networking. This comprehensive, interactive self-help program welcomes users into a virtual online community where 'friends' (advisors and peers) engage them and help them understand that they are not alone. Users will learn how to approach difficult issues by asking questions and using the Program's content and resource links to discover they have the power to solve their own problems.

ISOM manages this unique content delivery system that represents a valuable tool combining education and entertainment into a communication medium called "edutainment." The value of this medium is how it engages young users, encouraging them to delve deep into the content, thereby ensuring effective sessions that yield maximum self-

Improvement.

During the initial content development phase of the Program, several focus groups were conducted to validate the feasibility of the concept and how it relates to the end user. The information obtained during this initial research was instrumental in developing the Program to its current level.

During the second development phase of the Program, management will commit significant resources to the areas of market research and continuing development of the Program's content. Management will work with research experts to confirm market trends, user preferences, and usability within targeted markets. Management will conduct both qualitative and quantitative research to ensure that the Program is the most effective, innovative product from which users will get a unique online experience.

When using the Program, young people will learn how to look within, approach difficult issues, ask questions, and find answers. Users will soon realize they have the power to solve their issues, discover alternatives and begin to see the talents and goodness within themselves. The Program will refer them to videos, other websites (including social networking sites), articles, books, administrators, peer groups, mental health centers, and real-time help hotlines. Users will be able to learn methods for developing a variety of life skills, allowing them to perform at higher levels in school, at home, and in their communities. They will take these new methods into adulthood, as they become balanced, confident and productive citizens.

The Program will become an integral part of users' lives as they repeatedly gather in this unique virtual community with peers from around the country, and throughout the world. In addition to access from personal computers and mobile devices, young people may also connect to the Program via participating after-school programs utilizing dedicated computer workstations in counseling centers, libraries and technology labs.

Additional planned programs include topic-specific video products (on DVD or download), an episodic television series on a major youth-oriented network, virtual life skills classes and peer discussion groups, live webcasts of motivational speakers, multi-day off-site retreats, and feature films focused on specific issues and values from the Program.

Our initial audience will be a subset of the millennials: the tens of millions of Americans between the ages of 13 and 19. This is the prime target demographic of youth-oriented television networks, movie studios, gaming developers, social networks, download sites and record labels. The millennials are a powerhouse demographic, 92 million strong, who will comprise 50% of our nation's workforce in just 10 years.

Our reach will also widen to include those millennials aged 18 through their early 20s as well as preteens. With high-speed Internet access widely available (including wireless mobile devices), the Program is available to these millions of users anytime, anywhere. It is a prime directive of ISOM to deliver this helpful content to all teens regardless of their ability to access the Internet.

We reach our audience at technology points in the home (desktop/laptop/tablet computers), personally (mobile devices), and through participating character-building organizations, libraries, and community centers. Future points of distribution may include detention centers, local, state, and federal prisons – even the military.

Additionally, the Program will support model community projects through youth service organizations in order to help them greatly enhance their effectiveness in helping youth.

Although the principals of ISOM have significant creative and technical skills, they recognize additional experts are needed in education, psychology, and business administration. ISOM is recruiting a world-class board of advisors with the following skill sets: education, technical, psychology, business, financial and legal. ISOM also consults with

experts in Internet design and social networking software development.

The target markets for In Search of Me are significant.

- The In-home market consists of the 50.5 million teens and tweens in the U.S. alone, representing spending power that will reach \$243 billion (Datamonitor).
- The mobile youth market consists of 22.9 million youth in the U.S. (aged 13 to 19), and 1.1 billion worldwide, growing at an impressive 100,000 per year. They represent spending of \$300 billion on mobile products around the world (mobileYouth Report).

In addition to attracting young users on the open Internet, the following environments represent a more controlled user space:

- Service/Character-Building Organizations such as the Boys & Girls Clubs, YMCA, YWCA, Boy and Girl Scouts, and Communities In Schools represent over 25.6 million youths.
- Churches, Libraries and Community Centers, many of which host Character-Building Organizations such as the Boy and Girl Scouts.
- Although the Juvenile Justice system and the Military represent a much smaller audience (550,000 and 195,000 respectively), these two market segments are considered high quality since they represent an urgent need, and the current expenditures by these two segments for life skills training and education are significant.

No interactive, multimedia content delivery system addressing the needs of today's youth dominates any of these markets, nor does a single program address each of these separate market segments. The ability of the Program to deliver meaningful content in various overlapping markets insures that the Program is more likely to have a positive impact on users. For example, a student can be exposed to the Program while at home, as

part of their participating in-school curriculum, at their local Boys & Girls Club, and anytime via a personal mobile device.

During the past few years, major consumer product corporations have seen the millennial demographic grow in significance as a means to build brand loyalty. These companies, mostly soft drink, snack/fast-food, apparel/shoes, music/entertainment, electronics/gaming and athletic equipment manufacturers, have developed aggressive marketing initiatives directly targeting millennials. However, some backlash has been experienced as the millennials prove to be a resistant advertising audience. This resistance is encouraging these corporations to develop indirect approaches for offering benefits to millennials while developing their own brand recognition. The Program is well positioned to become such an indirect vehicle.

To enter these markets, ISOM plans to develop sponsor relationships with large corporations that are heavily marketing into the millennial space. As traffic increases on the the Program's website, ISOM will attract these sponsors who choose to target the Program's viewers with messaging.

ISOM will also use a highly focused networking initiative to introduce the Program into the service/character-building organizations, churches, libraries, community centers and schools beyond the reach of its corporate sponsors. This targeted campaign will also be used to market to the Juvenile Justice System and the Military. With sponsors in hand, ISOM will approach youth-focused television networks with a series based on the Program. Subsequent communications products such as topical DVDs, books, music and feature films will flow from the content generated by ISOM.

Using personal resources, the founders have developed an online prototype of the Program, including a television show pilot and web video series. This prototype website is currently active and can be viewed at [www.insearchofmecafe.com](http://www.insearchofmecafe.com).



### ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any individual sincerely interested in active participation to effect the objectives of this organization shall be eligible for membership. The Membership in this corporation shall be limited to 50 Members over the age of eighteen (18) years. Membership may not be denied on the basis of race, color, religious preference, disability, or national origin.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Directors may from time to time determine.

No person may be denied membership on the basis of race, color, age, or religious preference.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by death, incapacity or written resignation with thirty (30) days prior written notice to the Directors. Expulsion for just cause shall be according to the procedures found in the by-laws of the organization, as the same may be adopted from time to time.

### ARTICLE IV - EXISTENCE AND DURATION

Existence of the Association commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association existence shall be perpetual.

### ARTICLE V - MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors, elected as provided in the by-laws.

**ARTICLE VI - INITIAL OFFICERS AND DIRECTORS**

The names and residence address of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

NAME:	MAILING ADDRESS:	STREET ADDRESS:
Stan Cottle	118 Sea Marsh Road Amelia Island, FL 32034	Same
Deb Cottle	118 Sea Marsh Road Amelia Island, FL 32034	Same
Katey Breen	511 Spanish Way West Fernandina Beach, FL 32034	Same

**ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

#### ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or Incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

#### ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows: Stan Cottle, 118 Sea Marsh Road, Amelia Island, FL 32034.

#### ARTICLE X - REGISTERED OFFICE-AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered office to be located at Smith, Gambrell & Russell, LLP, 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202, Duval County, and hereby designates and appoints Pamela M. Brown as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until her successors are selected and duly designated.

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify an officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

## ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any 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.

## ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this  
9<sup>th</sup> day of June, 2011.

*Stan Cottle*

Incorporator STAN COTTLE  
Address: 118 Sea Marsh Road  
Amelia Island, FL 32034

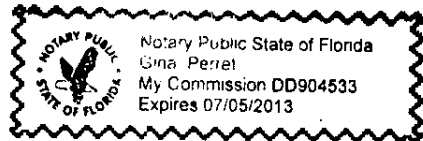
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TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF NASSAU

Before me, the undersigned authority, personally appeared:  
Stan Cottle to me well known to me to be the person described in or who  
produced as identification: \_\_\_\_\_, who did not take an oath,  
and who subscribed his name to the foregoing Articles of Incorporation, and who  
acknowledged before me that he executed such Articles of Incorporation for the purposes  
therein expressed.

*Gina Perret*

Notary Public, State of Florida  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for In Search of Me, Inc. at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

REGISTERED AGENT:

Pamela M. Brown

REGISTERED ADDRESS:

Smith, Gambrell & Russell, LLP  
50 North Laura Street, Suite 2600  
Jacksonville, Florida 32202

Agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE:

June 13, 2011

  
PAMELA M. BROWN

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TALLAHASSEE FLORIDA