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COVER LETTER

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

SUBJECT: KW Classic	Cares, Inc.			
SUBJECT:	(PROPOSED CORPO	RATE NAME – <u>MUST INC</u>	CLUDE SUFFIX)	
Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :				
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate PY REQUIRED	
FROM:	Beth Woodhall	c (Printed or typed)	-	
	6900 Turkey Lake Rd., Ste. 1-3 Address			
	Orlando, FL 32819	ity, State & Zip	-	

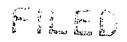
407-445-7002

mca348@kwclassicgroup.com

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

E-mail address: (to be used for future annual report notification)

Daytime Telephone number



Articles of Incorporation KW Classic Cares, Inc.

16 JAN -8 PM 2:55
SECRETARY OF STATE TALLAHASSEE FLORIDA

Article I Name

The name of the corporation shall be: KW Classic Cares, Inc.

Article II Principal Office

The principal street address is 6900 Turkey Lake Road, Suite 1-3, Orlando, FL 32819.

The principal mailing address 6900 Turkey Lake Road, Suite 1-3, Orlando, FL 32819.

Article III Purpose

The 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. The corporation is organized to provide ???

Article IV Manner of Election

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

Article V Initial Directors and Officers

The initial Directors and Officers are as follows.

Beth Woodhall

Director and President

6900 Turkey Lake Road, Suite 1-3

Orlando, FL 32819

Susan McPeak

Director and Secretary/Treasurer

6900 Turkey Lake Road, Suite 1-3

Orlando, FL 32819

.......

Director

Gloria Chu 6900 Turkey Lake Road, Suite 1-3

Orlando, FL 32819

Article VI Limitations

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, this 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 VII Dedication of Assets

Upon the dissolution, termination, or winding up 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. (It is also permissible to name specific 501(c)(3) organization(s) to which a distribution shall be made in the event of a dissolution or termination).

Article VIII Initial Registered Agent and Street Address

The name and Florida street of the registered agent is:

Kenneth J. Scott, P.A. 1470 Minnesota Ave. Winter Park, FL 32789

Article IX Incorporator

The name and address of the Incorporator is:

Beth Woodhall 6900 Turkey Lake Road, Suite 1-3 Orlando, FL 32819

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 of Registered Agent

Signature of Incorporator R Wood Bate 1-5+5

CRETARY OF STATE