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Account Number : I1998000022
Phone : (941)955-5100
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FLORIDA PROFIT/NON PROFIT CORPORATION
One Stop Housing Cares, Inc.

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TALLAHASSEE, FL 32399

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**ARTICLES OF INCORPORATION
OF
ONE STOP HOUSING CARES, INC.**

We, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, not for profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be One Stop Housing Cares, Inc..

The address of the Corporation's principal place of business is 8440 N Tamiami Trail, Sarasota, FL 34243 and its mailing address is 8440 N Tamiami Trail, Sarasota, FL 34243.

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

Ulrich, Scarlett, Wickman & Dean, P.A.
713 S. Orange Ave., Suite 201
Sarasota, FL 34236

ARTICLE II

OBJECTIVES AND PURPOSES

This Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The general objectives and purposes of this Corporation shall be:

1. To provide wrap around social services focused on assisting residents of One Stop Housing managed properties, and members of the community in the nearby area.
2. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
3. To have all other powers given not for profit corporations under the Laws of Florida.

Notwithstanding any other provision of these Articles of Incorporation, 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 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 corresponding section of any future Federal tax code).

Prepared by:
Donald W. Scarlett, Jr., Esquire
Ulrich, Scarlett, Wickman & Dean, P.A.
713 S. Orange Ave., Suite 201
Sarasota, FL 34236
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ARTICLE IIIQUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IVTERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE VNAMES AND ADDRESS OF INCORPORATOR

Donald W. Scarlett, Jr., Esquire
Ulrich, Scarlett, Wickman & Dean, P.A.
713 S. Orange Ave., Suite 201
Sarasota, FL 34236

ARTICLE VIDIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VIINAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

Maurice Campbell	8440 N Tamiami Trail, Sarasota, FL 34243
Mark Vengroff	8440 N Tamiami Trail, Sarasota, FL 34243
Maryse Awad	8440 N Tamiami Trail, Sarasota, FL 34243

ARTICLE VIIIINDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses

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to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not for profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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.

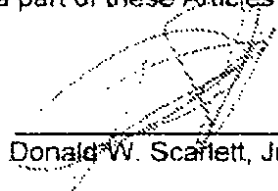
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

ARTICLE X

AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed in whole or in part by a majority vote of all members entitled to vote at any regular or special meeting of the Corporation called for that purpose provided that fourteen (14) days advance written notice is provided to each member setting forth the alteration or amendment or substance thereof and a quorum is present. The alteration, repeal or amendment of any Article shall be first adopted by a majority of the Board of Directors at a duly-called meeting at which a quorum is present. The proposed amendment, alteration or repeal of any Article shall be stated in the form of a resolution, which resolution the Directors shall submit to a vote at a meeting of the members as set forth herein. The amended Article shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation.

TALLAHASSEE, FLORIDA
SECRETARY OF STATE


Donald W. Scarlett, Jr., Esquire, Incorporator

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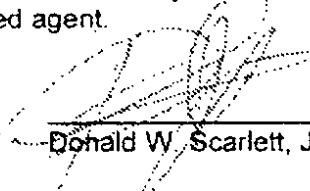
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ACCEPTANCE BY REGISTERED AGENT

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.



Donald W. Scarlett, Jr., Registered AgentSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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