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February 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

900001710218
-02/08/96--01042--020
****122.50 ****122.50

RE: Angels on Earth, Inc., a not for profit corporation

Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named not for profit corporation, a Registered Agent Designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of Articles of Incorporation	\$ 52.50
3.	Registered Agent Designation	<u>35.00</u>
TOTAL		\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB - 8 PM 12: 54

Please return to us a certified copy of the Articles of Incorporation. Thank you.

Sincerely,

David M. Presnick

David M. Presnick

Enclosures
cc: client

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FAL FEB 13 1995

**ARTICLES OF INCORPORATION
OF
ANGELS ON EARTH, INC.
(A Corporation Not for Profit)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WE, the undersigned residents of the State of Florida, being eighteen (18) or more years of age, do hereby associate ourselves together for the purpose of forming a corporation not for profit, under the laws of the State of Florida, pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is **ANGELS ON EARTH, INC.**

ARTICLE II

Principal Office; Initial Registered Office and Agent

The address of the principal office and the mailing address of the corporation is 1800 West Hibiscus Boulevard, Suite 128, Melbourne, Florida 32901-9870. The street address of the corporation's initial registered office is 1800 West Hibiscus Boulevard, Suite 128, Melbourne, Florida 32901-9870. The name of the initial registered agent of the corporation at that address is THOMAS KASICA. A written acceptance of appointment as registered agent is provided with these articles.

ARTICLE III

Statement of Corporate Nature

This is a corporation not for profit organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV

Duration

The period of duration of this corporation not for profit shall be perpetual.

ARTICLE V

General and Specific Purposes

The specific purposes for which this corporation is formed are to provide goods and services to individuals and organizations to assist mentally and physically challenged persons with the goal of improving their quality of life and providing educational information to the public regarding services available to such individuals.

The general purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Non Member Corporation

This corporation shall not be a member corporation.

ARTICLE VII

Nonstock Corporation

This corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid.

ARTICLE VIII

Subscribers

The names and addresses of the subscribers and incorporators of the corporation are as follows:

Kathleen Cully Bacon
120 Venetian Way, Suite 20
Merritt Island, Florida 32953

Gail M. Schneider
120 Venetian Way, Suite 20
Merritt Island, Florida 32953

Thomas Kasica
1800 W. Hibiscus Boulevard
Suite 128
Melbourne, Florida 32935

ARTICLE IX

Directors

The number of directors constituting the initial board of directors is six (6) and the names and addresses of the persons who are to serve initially are as follows:

Kathleen Cully Bacon
120 Venetian Way, Suite 20
Merritt Island, Florida 32953

Gail M. Schneider
120 Venetian Way, Suite 20
Merritt Island, Florida 32953

Thomas Kasica
1800 W. Hibiscus Boulevard
Suite 128
Melbourne, Florida 32935

Bill M. Harrison, Jr.
70 North Tropical Way
Merritt Island, Florida 32952

Pamela O'Kell
2166 Canal Ridge Drive
Titusville, Florida 32780

David W. Armstrong
7350 Talona Avenue, Suite A
West Melbourne, Florida 32904-1602

The number of directors may be changed from time to time as provided in by the Bylaws; provided the number of directors cannot be reduced below three (3) directors. The method of election of Directors shall be stated in the Bylaws.

ARTICLE X

Bylaws

The Bylaws of this corporation shall be adopted by a majority vote of the Board of Directors. The Bylaws may be altered, amended, or repealed as provided in the Bylaws.

ARTICLE XI

Amendment to Articles

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XII


Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and hereby execute the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of January, 1996.


KATHLEEN CULLY BACON


GAIL M. SCHNEIDER


THOMAS KASICA

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 23rd
day of January, 1996, by **KATHLEEN CULLY BACON** and **GAIL M. SCHNEIDER**,
who are personally known to me, who have produced sufficient identification, and who
did take an oath.



NOTARY PUBLIC

Notary Public, State of Florida
My Commission Expires Mar. 2, 1996
Bonded Thru TFC Insurance Inc

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 23rd
day of January, 1996, by **THOMAS KASICA**, who is personally known to me, who has
produced sufficient identification, and who did take an oath.




NOTARY PUBLIC

Notary Public, State of Florida
My Commission Expires Mar. 2, 1996
Bonded Thru TFC Insurance Inc

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS**


Pursuant to Section 48.091, Florida Statutes, **ANGELS ON EARTH, INC.** hereby designates **THOMAS KASICA** and 1800 West Hibiscus Boulevard, Suite 128, Melbourne, Florida 32901-9870, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

ANGELS ON EARTH, INC., a Florida Not For Profit Corporation

By: 
THOMAS KASICA, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **ANGELS ON EARTH, INC.** for service of process within the State of Florida. I am familiar with, and accept, the obligations of the position of registered agent.


THOMAS KASICA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 8 PM 12:54