

N96000005281

FILED

96 OCT 11 PM 1:03

SECRET
TALLAHASSEE, FLORIDA

October 10, 1996

Florida Department of State
409 East Gains Street
Tallahassee, FL 32399

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RE: THE WORLDWIDE FUNDRAISERS CORPORATION

TO WHOM IT MAY CONCERN:

Dear Sir or Madam:

We hereby request that the above be incorporated in accordance with the enclosed Articles of Incorporation.

We have included the required payment in the amount of \$122.50 to cover the cost of Incorporation as well as a "Certified Copy" that includes the certificate for the same.

Enclosed you will also find a copy of the name reservation for the above name, with your letter #896A00044805 dated October 1, 1996.

Reservation # R96000004652

We would appreciate your expediting the processing of this paperwork as quickly as possible, and thank you in advance.

Sincerely,



Bernard Petrescue
9225 Ulmerton Road, Suite 302
Largo, FL 34641

Enclosures

Handwritten:
10-15-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

OCT - 4 1996

October 1, 1996

BERNARD PETRESCUE
9225 ULMERTON ROAD
SUITE 302
LARGO, FL 34641

The name WORLDWIDE FUNDRAISERS CORPORATION has been reserved for 120 days beginning October 1, 1996. The reservation number is R96000004652 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 896A00044805

ARTICLES OF INCORPORATION
OF
THE WORLDWIDE FUNDRAISERS CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons (a majority of whom are citizens of the United States) acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the Corporation:

ARTICLE I.

Name of Corporation

The name of this corporation shall be:

THE WORLDWIDE FUNDRAISERS CORPORATION

ARTICLE II.

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III.

Purposes of Corporation

The corporation is a not for profit corporation. The purposes for which this corporation is organized are:

a) The specific and primary purposes for which this corporation is formed are exclusively for charitable purposes, by the distribution of its funds for those purposes, and particularly for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Internal Revenue Code.

b) Anything in these Articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

d) No part of the net earnings, properties or assets of this corporation, or dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or trustee of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the Board of Trustees which shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) or as that statute may be amended.

ARTICLE IV.

Principal Office of Corporation

The street address of the Corporation shall be:
9225 Ulmerton Road, Suite 302B, Largo, Florida 33771-3708

ARTICLE V.

Board of Trustees

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be five (5); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Manner of Election of Trustees shall be as stated in the bylaws.

The Trustees named here as the first Board of Trustees shall hold office until the first annual meeting or until their successors are elected as stated in the bylaws.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of incorporation and bylaws of this corporation authorize the Trustees to act in this manner. This statement shall be prima facie evidence of the Trustees' authority.

The names and residential addresses of the persons who are to serve as the initial Trustees are:

<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	12700 Kimberly Oaks Circle Largo, Florida 34644
WINNIFRED PETRESCUE	12700 Kimberly Oaks Circle Largo, Florida 34644
JAMES D. EVANS, III	3527 - 21st Street Gulfport, Mississippi 39501
STEPHEN SCOTT	3861 Sunrise Lane Tarpon Springs, Florida 34689
VICTOR AZAR	1234 Park Street North St. Petersburg, Florida 33710

ARTICLE VI.

Rights and Liabilities of Trustees

The Trustees of this corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any trustee on the dissolution of this corporation. Trustees of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII.

Property of the Corporation

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure

to the benefit of any trustee, officer, or member, or to the benefit of any private individual.

ARTICLE VIII.

Dissolution of the Corporation

On 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 to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX.

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 9225 Ulmerton Road, Suite 302B, Largo, Florida 34641, and the name of the corporation's initial registered agent at such address is DONNA SCOTT. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE X.

Incorporators of Corporation

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

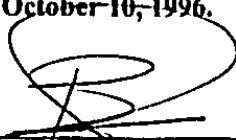
<u>Name</u>	<u>Address</u>
BERNARD PETRESCUE	12700 Kimberly Oaks Circle Largo, Florida 34644
STEPHEN SCOTT	3861 Sunrise Lane Tarpon Springs, Florida 34689
VICTOR AZAR	1234 Park Street North St. Petersburg, Florida 33710

ARTICLE XI.


Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

WE, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these Articles of incorporation on October 10, 1996.



 BERNARD PETRESCUE
 12700 Kimberly Oaks Circle
 Largo, Florida 34644



 STEPHEN SCOTT
 3861 Sunrise Lane
 Tarpon Springs, Florida 34689



 VICTOR AZAR
 1234 Park Street North
 St. Petersburg, Florida 33710

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

THE WORLDWIDE FUNDRAISERS CORPORATION, with its principal
place of business at City of Largo, County of Pinellas, State of Florida, has named
DONNA M. SCOTT, located at 9225 Ulmerton Road, Suite 302B, City of Largo,
County of Pinellas, State of Florida, as its agent to accept service of process within
Florida.

Signature _____

Bernard Petrescue

Date Oct 10 / 96

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Signature _____

**Donna M. Scott
(Registered Agent)**

Date 10/10/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA