

NUNN & ASSOCIATES

129 S.E. 1st Avenue
Cape Coral, Florida 33990
(941) 458-1367

SEP 30 1996
THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6527
TALLAHASSEE, FL 32314

RE: NEW FILING OF NON-PROFIT CORPORATION
VISION QUEST, INC.

500001963775
-10/03/96--01042--015
****131.25 ****131.25

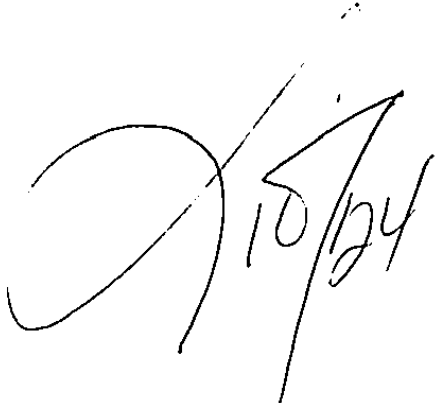
PLEASE FIND ENCLOSED A CHECK FOR \$131.25 FOR THE ABOVE REFERENCE
CORPORATION FILING, A CERTIFIED COPY AND A CERTIFICATE OF GOOD
STANDING.

PLEASE FORWARD THE FILING TO THE ABOVE REFERENCE ADDRESS.

THANK-YOU


ISAAC H. NUNN

FILED
96 OCT 23 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA



NA
10-24-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

ISAAC H NUNN
NUNN & ASSOCIATES
129 S.E. 1ST AVENUE
CAPE CORAL, FL 33990

SUBJECT: VISION QUEST, INC.
Ref. Number: W96000021206

We have received your document for VISION QUEST, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 596A00045767

Please find attached the new Corporate filing replacing the referenced name.

ARTICLES OF INCORPORATION
FOR
PARTNERS OF VISIONS, INC.

FILED
96 OCT 23 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE - I NAME

The name of the Corporation shall be: PARTNERS OF VISIONS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 732 PROSPECT AVE. FT.MYERS, FL 33905

ARTICLE - III TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE - IV PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding portions of any future United States Internal Revenue Law), including, to the extent permitted by said Section 501 (c) (3), the redevelopment, promotion, up-grading, and rehabilitation of the cultural, historical, social and economic aspects of Lee County, Florida, and its environs.

This Corporation is and shall remain a corporation not for profit. The Corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the net earnings of the Corporation shall insure to the benefit of its members, directors or officers, or to the benefit of any private shareholder or individuals.

ARTICLE - V MEMBERS

Any person interested in furthering the purposes of the Corporation may become a member upon signing and delivering to the Secretary of the Corporation a membership application form and meeting such uniform conditions as may be prescribed by the Board of Directors.

ARTICLE - VI MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as prescribed in the Corporation 's by-laws.

ARTICLE - VII DIRECTORS OF CORPORATION

The name and addresses of the Directors of this Corporation are:

Elder E. Grimsley, 732 PROSPECT AVE., Ft. Myers, Fl 33905-0057
Brenda J. Grimsley, 732 PROSPECT AVE., Ft. Myers, Fl 33905-0057
Darlene Turner, 4701 - 11 Lakeside Clud Blvd. Ft. Myers, FL 33905
Paula Hansen, 2932 Powell St. Ft. Myers, Fl 33916
Eddie J. Knight, 3529 Dr. MLK Blvd. Ft. Myers, Fl 33916
Anthony Chapman, Sr. 3029 Royal Palm Ave., Ft. Myers, Fl 33901
Charlene Griffin 6263 Demery Cir. Ft. Myers, Fl 33905

ARTICLE - VIII BY-LAWS

Section One: The Board of Directors may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary.

Section Two: The By-Laws may be repealed or amended, and new By-Laws may be adopted, by the Board of Directors or by the Membership.

ARTICLE IX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation . In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purposes, and none of the assets will be distributed to any member, director, officer or trustee of this Corporation.

ARTICLE X - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by either the Board of Directors or by the Membership. These Articles of Incorporation may be amended by two-thirds vote of the Directors present at any regular or special meeting, a majority being assembled, upon seven days' written notice of such meeting setting forth in detail the proposed amendment.

ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS

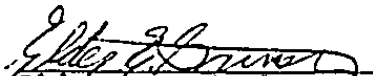
The name and the street address of the initial registered agent is: Elder E. Grimsley 732 Prospect Ave., Ft. Myers, Fl 33905

ARTICLE XII - INCORPORATORS

The name(s) and street addresses of the incorporator(s) for these Articles of Incorporation are:

Elder E. Grimsley 732 Prospect Ave. Ft. Myers, Fl 33905
Brenda J. Grimsley 732 Prospect Ave. Ft. Myers, Fl 33905
Eddie J. Knight 3529 Dr. MLK Blvd. Ft. Myers, Fl 33916

THE UNDERSIGNED INCORPORATOR(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 30th DAY OF September, 1996.


Elder E. Grimsley
Incorporator


Brenda J. Grimsley
Incorporator


Eddie J. Knight
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is : PARTNERS OF VISIONS, INC.
2. The name and address of the registered agent and office is:

ELDER E. GRIMSLEY
732 PROSPECT AVE., Ft. Myers, FL 33905

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.

SIGNATURE *Elder E. Grimsley*

DATE Oct 1, 1996

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 23 PM 2:03

FILED

DONE AND SWORN TO THIS 1 DAY OF October, 1996

Brenda Grimsley
NOTARY



Brenda Grimsley
COMMISSION # 00577726 EXPIRES
August 18, 2000
BONDED THRU TROY FARM INSURANCE, INC.