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Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

April 24, 1997

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/28/97--01141--003
****122.50 ****122.50

RE: DREAM-A-WISH, INC.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

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APR 29 *BSB*

Enclosures

FILED
97 APR 28 AM 9:46
SECRETARY OF STATE
TALLHASSEE, FLORIDA

FILED

97 APR 28 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DREAM-A-WISH, INC.
(Not for Profit Florida Corporation)

ARTICLE ONE
NAME

The name of the corporation is DREAM-A-WISH, INC.

ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is:
5277 S. Ridgewood Avenue, Lot 13, Allandale, Florida 32127. The
mailing address of the corporation is P. O. Box 238346, Allandale,
Florida 32123.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is formed is to fulfill
dreams of selected children in Volusia County who are suffering
from life-threatening illnesses, or who are severely handicapped.

Said organization 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) of the Internal
Revenue Code, or corresponding section of any future federal tax
code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for on or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Cod, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the

NOTICE OF REGISTERED AGENT

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97 APR 28 AM 9:46

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

DREAM-A-WISH, INC., a corporation organizing under the laws of
the State of Florida, with its principal office at 5277 S.
Ridgewood Avenue, Lot 13, in the City of Allandale, County of
Volusia, in the State of Florida, has named Woodrow "Woody" Keiser
who is located at 5277 S. Ridgewood Avenue, Lot 13, Allandale,
Florida 32123, as its registered agent to accept service of process
within the State.

DIRECTOR:

Woodrow "Woody" Keiser

Patricia P. Keiser

Michael Thing

ADDRESS:

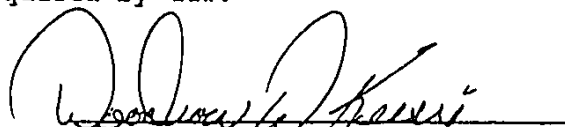
5277 S. Ridgewood Avenue, Lot 13
Allandale, FL 32123

5277 S. Ridgewood Avenue, Lot 13
Allandale, FL 32123

220-A Orchard Street
Port Orange, FL 32127

ACCEPTANCE:

I agree as resident agent to accept service of process; to
keep office open during prescribed hours; to post my name (and the
names of any other officers of said corporation authorized to
accept service of process at the above Florida designated address)
in some conspicuous place as required by law.


Woodrow "Woody" Keiser

principal office of the organization in 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.

ARTICLE FOUR
DIRECTORS

The number of directors serving on the initial board shall be three (3).

The names and address of the persons who are to serve on the first board are as follows:

Woodrow "Woody" Keiser	5277 S. Ridgewood Avenue, Lot 13 Allandale, FL 32123
Patricia P. Keiser	5277 S. Ridgewood Avenue, Lot 13 Ailandale, FL 32123
Michael Thing	220-A Orchard Street Port Orange, FL 32127

Subsequent directors shall be elected or appointed as provided in the corporation by-laws.

ARTICLE FIVE
NON-PROFIT NATURE

The corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the corporation or the net assets upon liquidation shall inure to the benefit of any member. The corporation may, however, reimburse its members for actual expenses incurred for or in behalf of the corporation, and may pay compensation in a reasonable amount to its members for actual services rendered to the corporation, as permitted by law.

ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 5277 S. Ridgewood Avenue, Lot 13, Allandale, Florida 32127, and the name of its initial registered agent at that address is Woodrow "Woody" Keiser.

ARTICLE SEVEN
INCORPORATORS

The name and residence address of the sole incorporator is: Woodrow "Woody" Keiser, 5277 S. Ridgewood Avenue, Lot 13, Allandale, Florida 32127.

ARTICLE EIGHT
OFFICERS

The affairs of the corporation shall be managed by the following officers:

Woodrow "Woody" Keiser President	5277 S. Ridgewood Avenue, Lot 13 Allandale, FL 32123
Patricia P. Keiser Dream Coordinator	5277 S. Ridgewood Avenue, Lot 13 Allandale, FL 32123
Michael Thing Secretary	220-A Orchard Street Port Orange, FL 32127

Future officers shall be elected or appointed as provided in the corporation by-laws.

ARTICLE NINE
BYLAWS

The first Bylaws of the corporation shall be adopted by the board of directors and may be altered, amended or rescinded by the board of directors.

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

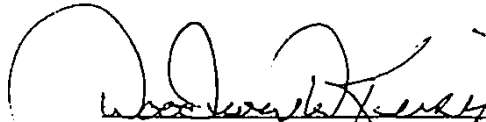
ARTICLE TEN
DURATION

The term of existence of the corporation is fifty (50) years.

ARTICLE ELEVEN
AMENDMENTS TO THE ARTICLES

These Articles of Incorporation may be amended by the act of the directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

IN WITNESS WHEREOF, I have signed my name this 24th day of April, 1997.




Woodrow "Woody" Keiser

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 24th day of November, 1997, before me, the undersigned authority, appeared WOODROW "WOODY" KEISER, who is personally known to me or who has produced FL driver's license as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Notary Signature



MARY ELLEN BAGDES
MY COMMISSION # CC423502 EXPIRES
November 29, 1998
BONDED THRU TROY FAIN INSURANCE, INC.