

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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97 DEC 18 PM 1:55

N97000007045

First Call For Help
Inc.

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DIVISION OF CORPORATIONS

- Art of Inc. File _____
- ___ LTD Partnership File 000002376140 ---
12/18/97--01006--010
- ___ Foreign Corp. File ***122.50 ***122.50
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
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Signature _____

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ARTICLES OF INCORPORATION

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OF

First Call for Help, Inc.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **First Call for Help, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4040 Commercial Way, Spring Hill, FL 34606.

ARTICLE III: PURPOSE

An information and resource referral line.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation/organization 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/organization 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.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Florida income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of the Federal tax code) or (b) by a corporation/organization, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of the Federal tax Code).

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is James R. Jones, Jr., 7141 Mariner Boulevard, Spring Hill, FL 34609.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is

Jerry Fisher 8204 Eleanor Street Spring Hill, FL 34606.

Sue Nicastro, 850 St. Francis Street, Brooksville, FL 34601.

Deborah Andrews, 1300 Mariner Boulevard, Spring Hill, FL 34609.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

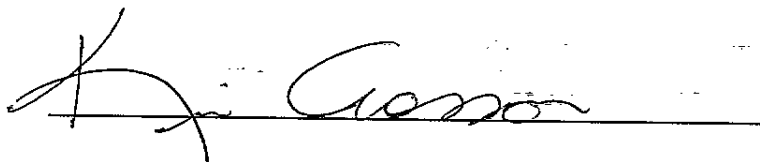
The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of December 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



A handwritten signature in black ink, appearing to read "Kim Crosson", is written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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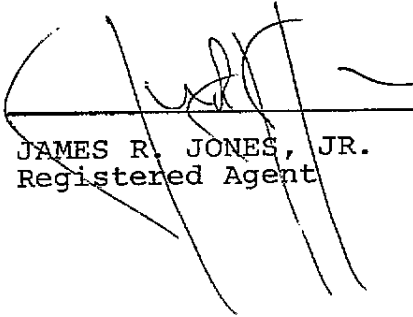
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: First Call for Help, Inc.

2. The name and street address of the registered agent and office is: James R. Jones, Jr. 7141 Mariner Blvd.

Spring Hill, FL 34609

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.



JAMES R. JONES, JR.
Registered Agent