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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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1-1-98

12-22-97
WS

Examiner's Initials



1218 Court Street Suite A
Clearwater, Florida 33756

11 November 1998

Florida Department of State
Wanda Sampson, Document Specialist
Division of Corporations
PO Box 6327 Tallahassee, Fl. 32314

Re: Dial-A-Meal Inc. - Not For Profit - FEI # 59-2894851

Dear Wanda,

On January 1 1998 Dial-A-Meal became a "not for profit" corporation.

Please note that a recent computer search produced screens both ways i.e. "not-for-profit" and another "for profit". Please inactivate the "for profit" screen as only "not for profit" is correct.

NA 7-7076

Thank You,

Robert Fry

Robert B. Fry, Sec/Treas.

IN THE CIRCUIT COURT FOR PINELLAS COUNTY, FLORIDA
CASE NO. 97-7173-CI-15

In Re:

DIAL-A-MEAL, INC.,

Petitioner.

ORDER APPROVING CHANGE TO NON-PROFIT STATUS

THIS CAUSE having come before the Court on December 17, 1997 on the Verified Petition of DIAL-A-MEAL, INC., and the Court having heard testimony of a witness and argument of counsel and being otherwise advised in the premises, hereby finds that the Verified Petition and proposed Articles of Incorporation are in proper form. It is therefore

ORDERED AND ADJUDGED:

1. The Court approves and endorses the proposed Articles of Incorporation.
2. The property of the petitioning corporation shall become the property of the successor, not-for-profit corporation, subject to all the indebtedness and liabilities of petitioning corporation.

DONE AND ORDERED in Chambers at Pinellas County, Florida this
_____ day of _____, 1997.

Copies furnished to:
Elizabeth R. Mannion, Esquire

lit/dial/ple/order

CIRCUIT JUDGE

Original Signed

DEC 17 1997

CROCKETT FARNELL
Circuit Judge

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ARTICLES OF INCORPORATION
OF
DIAL-A-MEAL, INC.

(A CORPORATION NOT-FOR-PROFIT)

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation will be Dial-A-Meal, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation will be 1218 Court Street, Suite A, Clearwater, FL 33756.

ARTICLE III

Purposes and Powers

Purposes

The purposes for which the corporation is organized and will be operated are as follows:

1. This corporation is organized and will be operated exclusively for charitable, scientific and educational purposes, including, among other things, to provide home-delivered meals to the age disabled, to those with HIV/AIDS and others incapacitated and in distress because of their health or other conditions.

2. No part of the net earnings of the corporation will inure to the benefit of, or be distributable to any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no director or officer of the corporation, or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation will be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation will 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.

3. Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried (a) by a corporation exempt from federal income tax

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under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Powers

1. This corporation will have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not-for-profit including, but not limited to, the statutes contained in Chapter 617, Florida Statutes, and any future amendments thereto, or succeeding statutes pertaining to corporations not-for-profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which the corporation is organized.

2. This corporation will be operated exclusively for, and will only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute thereto.

ARTICLE IV

Board of Directors

1. Number. The Board of Directors will consist of not less than three (3) individuals. The number of directors may be increased or decreased from time to time as provided in the bylaws of the corporation, but not to less than three (3) at any given time.

2. Election/Appointment. The manner of election or appointment of directors and the method of filling vacancies occurring on the Board of Directors will be as provided in the bylaws of the corporation.

ARTICLE V

Initial Board of Directors

The number of persons constituting the initial Board of Directors of the corporation will be four (4). The names and addresses of the members of the initial Board of Directors, who will hold office until the first election thereof in accordance with the provisions of the bylaws of the corporation, are as follows:

Dolores M. Fry
1218 Court Street, Suite A
Clearwater, FL 33756

Robert B. Fry
1218 Court Street, Suite A
Clearwater, FL 33756

Charles C. Boardman, Ed.D.
2086 Gary Court
Palm Harbor, FL 34683

Alan D. York, M.P.H.
3432 Yale Circle
Riverview, FL 33569

ARTICLE VI

Duration

The corporation will have perpetual existence.

ARTICLE VII

Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is Elizabeth R. Mannion, 1150 Cleveland Street, Suite 300, Clearwater, FL 33755.

ARTICLE VIII

Dissolution and Distribution of Assets to Exempt Purposes

1. Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, the corporation will pay or make provision for the payment of all of the obligations and liabilities of the corporation.

2. Upon the dissolution of the corporation, assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is 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 IX

Amendments of Articles

An amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE X

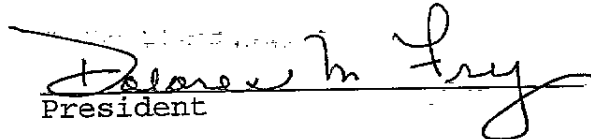
Incorporator

The name and the street address of the incorporator for these Articles of Incorporation is Dolores M. Fry, 1218 Court Street, Suite A, Clearwater, FL 33756.

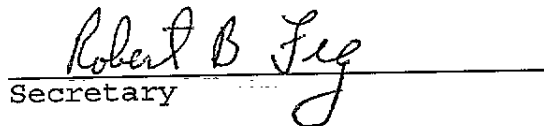
ARTICLE XI
Effective Date of Incorporation

An effective date of incorporation of January 1, 1998 is requested.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of October, 1997.



President



Secretary

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, 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 Dial-A-Meal, Inc.
2. The name and address of the registered agent and office is Elizabeth R. Mannion, 1150 Cleveland Street, Suite 300, Clearwater, FL 33755.

ACKNOWLEDGMENT

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.

BY: Elizabeth R. Mannion
Elizabeth R. Mannion,
Registered Agent

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CONSENT AND AUTHORIZATION TO PETITION
FOR A CHANGE TO THE CORPORATE NATURE OF
DIAL-A-MEAL, INC.

I, DOLORES M. FRY, as President, Director and sole stockholder of Dial-A-Meal, Inc., a Florida corporation, do hereby consent to the change in the corporate nature of Dial-A-Meal, Inc. from a for-profit corporation to a not-for-profit corporation. Further, I authorize the president of Dial-A-Meal, Inc. to petition the court for a change in the nature of the corporation.

DIAL-A-MEAL, INC.

Dolores M. Fry
DOLORES M. FRY, President

Dated: 10/15/97

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