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Al Johnson & Associates
P. O. Box 2698
Ft. Pierce, Fl 34954

December 22, 1997

Division of Corporation
P.O. Box 6327
Tallahassee Fl, 32314

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Dear Service Provider:

Attached please find articles for filing on the New Life/Hope organization. Please help us to expedite this matter.

Your cooperation in this matter is appreciated. If you have questions regarding this matter, I may be reached at (561) 461-6989 or the address above.

Sincerely,


Al Johnson

AJ

Cc: Chavoita LeSane

Attachments

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NEW LIFE/HOPE CORP.

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of this corporation is:

New Life/Hope CORP.

The principal place of business of this corporation shall be 2800 Avenue B Ft. Pierce, FL 34947.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these article, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3)

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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 purpose.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to provide food, clothes and shelter to the indigent and poor of the world.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons who from time to time may become members by a majority vote.

ARTICLE IV.

The name and mailing address of the corporator of these Article is:

Al Johnson & Associates

P. O. Box 2698

Ft. Pierce, Fl 34954

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than three.

The Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

| | |
|---------------------------------------|---|
| Chavoita LeSane Dir. (Chr. of Bd.) | 900 Avenue Scott St., Ft. Pierce, Fl 34947 |
|---------------------------------------|---|

| | |
|--------------------|------|
| Al Johnson Dir. | Same |
|--------------------|------|

| | |
|----------------------|------|
| Carleen Rust Dir. | Same |
|----------------------|------|

ARTICLE VII.

The officers of the corporation shall be President, V. President, Secretary, Treasure and such other officer as may be provided in the Bylaws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|--------------------------|--|
| Chavoita LeSane Pres. | 900 Scott St., Ft. Pierce, Fl 34982 |
|--------------------------|--|

| | |
|------------------------|------|
| Al Johnson V. Pres. | Same |
|------------------------|------|

| | |
|-----------------------------|------|
| Carleen Rust Sec./Treas. | Same |
|-----------------------------|------|

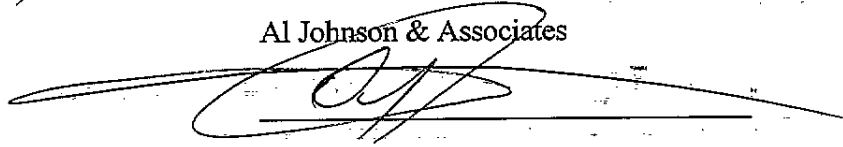
ARTICLE VIII

The street address of the initial registered office of this corporation shall be C/O Al Johnson & Associates, 1502 Delaware Avenue, Ft. Pierce, Florida 34950, and the name of the initial registered agent of the corporation at that address is Al Johnson.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand on

this 23rd day of December 1997

Al Johnson & Associates

A large, stylized handwritten signature in dark ink, appearing to read 'Al Johnson', is written over a horizontal line.

By: Al Johnson

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Al Johnson & Associates

By: Al Johnson

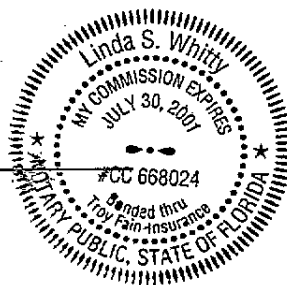
STATE OF FLORIDA

COUNTY OF ST. LUCIE

The forgoing instrument was acknowledged before me this 23 day of DECEMBER 1997, by AL JOHNSON.

Linda S. Whitty
Notary Public, State of Florida at Large

My Commission Expires: _____



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