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ARMANDO F. MIZIO

MIZIO & ASSOCIATES

25400 U.S. 19 North • Suite 210
Clearwater, Florida 33763
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Accountants
Tax Consultants
Personal Financial Planning

December 30, 1997

State of Florida
Division of Corporations
The Capital Building
P.O. Box 6327
Tallahassee, Florida 32314

300002389593-0
-01/05/98-01065-003
*****70.00 *****70.00

Attn: Secretary of State

EFFECTIVE DATE
1-1-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 11:59

Dear Sir:

Enclosed please find the Articles of Incorporation and our check in the amount of \$ 70.00 to cover the cost of:

AUTUMN'S HOUSE FOUNDATION, INC.

Your immediate attention will be greatly appreciated.

AMF:ps

Sincerely yours,

Armando F. Mizio

Encl.

D. BROWN JAN - 7 1998

ARTICLES OF INCORPORATION

OF

AUTUMN'S HOUSE FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 11:59

EFFECTIVE DATE
1-1-98

The undersigned, for the purpose of forming a Florida not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, agrees that the Articles of Incorporation of said Corporation shall read in their entirety as follows:

ARTICLE I - NAME

The name of the corporation shall be:

AUTUMN'S HOUSE FOUNDATION, INC.

The principal office shall be:

2618 Tifton Street South
Gulfport, Florida 33711

ARTICLE II - PURPOSE

Section 1. The Corporation is organized exclusively for charitable, educational, and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the code.

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

(a) To provide a vehicle in which to furnish the needs of children afflicted with AIDS.

(b) To help each and every child to live out their life's in a normal family environment.

(c) To formulate and recommend the building of other housing facilities for the care of children infected with the AIDS virus.

(d) To promote among the general public an increased awareness and appreciation of the infrastructure and workings of the Autumn's House concept.

(e) To educate and inform the general public, via publications, seminars and other media, of the need for a house specifically designed for children suffering from AIDS.

(f) To develop and recommend to the general public ideas and strategies designed to provide a greater feeling of reassurance knowing that there is a house for children infected with AIDS.

ARTICLE III - POWER

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of the powers specified in Section 1 above, the specified powers of the Corporation shall be:

(a) To acquire, through gifts, grants, endorsement funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable, educational and other not-for-profit purposes of the Corporation;

(b) To manage and operate any of its assets in recognition and attainment of the foregoing objectives and the purposes of the Corporation; and

(c) To utilize its income in furtherance of the foregoing objectives and the purposes of the Corporation.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, Trustee or officer of the Corporation or any other 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 member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within its sole discretion, to such organization or organizations organized and operated exclusively for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - MEMBERSHIP

The Corporation shall not have any members, the business and affairs of the Corporation being managed by its Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Shelley P. Harrington-Buster	2618 Tifton Street South Gulfport, Florida 33711
Madeline R. Robinson	1406 Stonehaven Way Tarpon Springs, Florida 34689
Bill J. Buster	2618 Tifton Street South Gulfport, Florida 33711
Theresa D. Remaine	8400 49 th Street - Apt. 708 Pinellas Park, Florida 34665
Sharon L. Hopkins	1837 Deborah Avenue Largo, Florida 33770
Armando F. Mizio	1480 Gulf Blvd. - Unit 609 Clearwater, Florida 33767
Loren M. Robinson	1406 Stonehaven Way Tarpon Springs, Florida 34689

Section 3. The number of Directors of the Corporation shall be not less than three (3) nor more than twenty-five (25). The number may be changed from time to time as provided by the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE VIII - OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Executive, Senior, Assistant or other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The names of the persons who are to serve as the initial officers of the Corporation are as follows:

<u>NAME AND TITLE</u>	<u>SPECIFIC ADDRESS</u>
Shelley P. Harrington-Buster President	2618 Tifton Street South Gulfport, Florida 33711
Madeline R. Robinson Vice President	1406 Stonehaven Way Tarpon Springs, Florida 34689
Bill J. Buster Vice President	2618 Tifton Street South Gulfport, Florida 33711
Theresa D. Remaine Vice President	8400 49 th Street - Apt. 708 Pinellas Park, Florida 34665
Sharon L. Hopkins Secretary	1837 Deborah Avenue Largo, Florida 33770
Armando F. Mizio Treasurer	1480 Gulf Blvd. - Unit 609 Clearwater, Florida 33767

Section 3. The officers shall be elected, removed and hold office as provided in the Bylaws from time to time in effect.

Section 4. The officers shall have such powers and responsibilities as are provided by the Bylaws from time to time in effect.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of this Corporation shall be 25400 U.S. Highway 19 North, Suite 210, Clearwater, Florida 33763.

Section 2. The name of the initial registered agent of this Corporation located at the address of the registered office shall be Armando F. Mizio.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws for the corporation shall be vested only in the directors, as more specifically provided in the bylaws.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective as of January 1, 1998.

ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Directors, as more specifically provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, the undersigned has executed these Articles of Incorporation.

Date: December 30, 1997

Shelley P. Harrington-Buster (SEAL)
Shelley P. Harrington-Buster

Madeline R. Robinson (SEAL)
Madeline R. Robinson

Bill J. Buster (SEAL)
Bill J. Buster

Theresa D. Romaine (SEAL)
Theresa D. Romaine

Sharon L. Hopkins (SEAL)
Sharon L. Hopkins

Armando F. Mizio (SEAL)
Armando F. Mizio

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me the above-named person(s), well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Clearwater, Pinellas County, Florida, this 30th day of December, A.D., 1997.

Laura Martins
NOTARY PUBLIC

My Commission Expires:



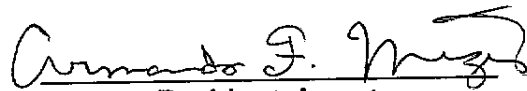
LAURA MARTINS
COMMISSION # CC 526481
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

8.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 11:59

ACCEPTANCE

I hereby agree to act as the Registered Agent for AUTUMN'S HOUSE
FOUNDATION, INC., as stated in the foregoing Articles of incorporation.


Resident Agent