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POWELL, POWELL & POWELL
ATTORNEYS AT LAW
ESTABLISHED 1954
POST OFFICE BOX 277
422 NORTH MAIN STREET
CRESTVIEW, FLORIDA 32536
850-682-2757
FAX 850-689-1588

POST OFFICE BOX 277
BARNETT BANK BUILDING
NICEVILLE, FLORIDA 32588
850-678-2757
FAX 850-678-9522

GILLIS E. POWELL, SR.
GILLIS E. POWELL, JR.
AVA SUSAN POWELL*
DIXIE DAN POWELL
LACEY POWELL CLARK

IN REPLY ADDRESS FIRM AT

Crestview

*TEXAS BAR ALSO

December 19, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002381739--9
-12/24/97--01031--003
****122.50 ****122.50

RE: Donna's Wishing Well, Inc.
Articles of Incorporation

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on December, 5, 1997.

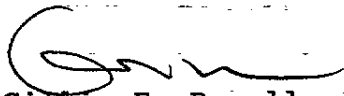
Please process these documents accordingly and return a certified copy as soon as possible in the enclosed pre-addressed stamped envelope.

Included herewith is a check in the amount of \$122.50 to cover the following:

Filing Fee
Certified Copy
Registered Agent Designation

Thank you.

Sincerely,


Gillis E. Powell, Jr.

GEPJr:sj

Enclosures AUTHORIZATION BY PHONE TO

CORRECT Signature

DATE 3-12-98

DOC. EXAM CB

FILED
98 MAR 12 PM 3:36
TALLAHASSEE, FLORIDA

W97-28867
CIB
12-30-97

ARTICLES OF INCORPORATION

I. CORPORATE NAME

The name of the corporation shall be DONNA'S WISHING WELL FOUNDATION, INC.

II. ADDRESS

The street address of the initial principal office shall be 5975 Blackberry Lane, #23, Crestview, Florida 32539.

III. CORPORATION PURPOSE

a) The purpose of this corporation shall be to do all lawful acts under *Florida Statute*, Chapter 617, pertaining to corporations not for profit and the other purposes listed herein.

b) To provide a wish for terminally ill parents with children between the ages of 2-1/2 to 18 to give the family a lasting memory.

IV. DIRECTORS

The corporation shall initially have four directors. This number shall be increased or decreased by as stated in the by-laws of this corporation. The initial Board of Directors shall be as follows:

Francisca Ward, M. D., 130 Redstone Ave., Crestview, Florida 32539;

Susanne Possey, R. N., 130 Redstone Ave., Crestview, Florida 32539;

Cam Calley, 1634 Blueberry Lane, Crestview, Florida 32539; and

Robert Smith, 2301 Quaker Court, Orlando, Florida 32837;

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TALLAHASSEE, FLORIDA

V. REGISTERED AGENT

The street address of the corporation is the initial registered office and the name of this initial registered agent at that address with a written acceptance of appointment as the registered agent is as follows:

The street address of the registered office is 5975 Blackberry Lane #23, Crestview, Florida 32539 and the registered agent for the corporation is Mary Meier-Blasberg, 5975 Blackberry Lane #23, Crestview, Florida 32539.


VI. NAME AND ADDRESS OF THE INCORPORATORS

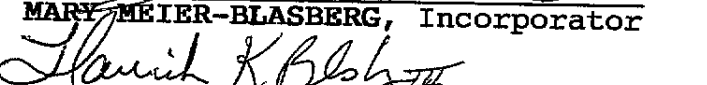
The names and addresses of the incorporators are as follows:

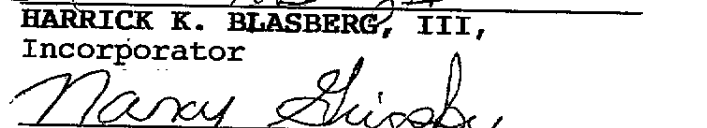
Mary Meier-Blasberg, 5975 Blackberry Lane #23, Crestview, Florida 32539;

Harrick K. Blasberg, III, 5975 Blackberry Lane #23, Crestview, Florida 32539; and

Nancy Grigsby, 1740 Bolton Village Lane, Niceville, Florida 32578.


MARY MEIER-BLASBERG, Incorporator


HARRICK K. BLASBERG, III,
Incorporator


NANCY GRIGSBY, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

First: That DONNA'S WISHING WELL FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Crestview, Okaloosa County, State of Florida, has named Mary Meier-Blasberg, 5975 Blackberry Lane #23, Crestview, Florida 32539, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the 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.

BY: Mary Meier-Blasberg
Mary Meier-Blasberg
(Registered Agent)

FILED
98 MAR 12 PM 3:37
TALLAHASSEE, FLORIDA
CLERK OF THE COURT