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NAME: MIRACLE FOR KIDS, INC. AUDIT NUMBER.....H98000016569 DOC
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TALLAHASSEE, FLORIDA

in 9/8/98

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIRACLE FOR KIDS, INC.

The undersigned, acting as incorporator for the purpose of forming a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Miracle for Kids, Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business and mailing address shall be 226-5 Solano Road, Suite 173, Ponte Vedra Beach, FL 32082.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are as follows:

A. To promote, operate and conduct fundraising activities for the benefit of one or more organizations which are exempt as charitable organizations described in Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax existing pursuant to Chapter 501(c)(3) of the Internal Revenue Code, including but not limited to, hospitals and medical research organizations, hospice and child welfare programs, and religious and educational institutions.

B. To do such other things and perform such other charitable acts to accomplish these purposes as the Board of Directors may determine to be appropriate and are consistent with the powers conferred on Not for Profit Corporations under the laws of the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The manner in which the Board of Directors are elected or appointed shall be set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of four (4) members whose names and addresses are as follows:

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250
Florida Bar No. 976563, tel. No. 904/247/9420

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NAME	ADDRESS
Asher Gray	13464 Troon Trace Jacksonville, Florida 32225
Scott Gilpen	2015 Marye Brant Loop Neptune Beach, Florida 32266
Grover Pagano	205 Greencrust Drive Ponte Vedra Beach, Florida 32082
George Clark, III	117 Indian Cove Lane Pone Vedra Beach, FL 32082

The number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VI - DISSOLUTION

In the event of dissolution of the Corporation, 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) 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 state or local government, for a public purpose. Any such assets not so disposed of shall 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 V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be: George Clark, III, 117 Indian Cove Lane, Ponte Vedra Beach, Florida 32082.

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:
George Clark, III, 117 Indian Circle Cove Lane, Ponte Vedra Beach, Florida 32082.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of
September 1998.

Signature:
Print:


George Clark
Incorporator

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

Pursuant to the provisions of Sections 607.0501 or 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/agent, in the State of Florida.

1. The name of the corporation is: Miracle for Kids, Inc.
2. The name and address of the registered agent and office are: George Clark, III, 117 Indian Cove Lane, Ponte Vedra Beach, Florida 32082.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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.

Signature: George ClarkPrint: George ClarkDate: 9/3/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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