

Robert S. Hayes, P.A.

Attorney at Law

441 WEST VINE STREET
KISSIMMEE, FLORIDA 34741
(407) 933-4005
FAX (407) 933-8782

ROBERT S. HAYES

198000005839

October 5, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 11:08

Corporate Records Filing Bureau
P.O. Box 6327
Tallahassee, FL 32301

Attn: Division of Corporations

600002661196--6

-10/12/98-01037-003

*****87.50 *****78.75

RE: GIVE KIDS THE DREAM, INC.

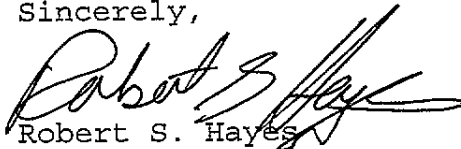
Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation, Certificate Designating Place for the Service of Process within this State and Naming Agent upon whom Process may be Served, and Acceptance for the above-named non-profit Florida corporation. The check for \$87.50 is enclosed.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Robert S. Hayes

RSH/cad
Enclosures

Clay
For Robert S. Hayes GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 7
DATE 10/13/98
DOC. EXAM Doris Brown

D. BROWN OCT 13 1998

ARTICLES OF INCORPORATION
OF
GIVE KIDS THE DREAM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 11:08

The undersigned, hereby makes, subscribes, acknowledges and files the following Articles for the purpose of forming a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GIVE KIDS THE DREAM, INC.

1112 N. BERMUDA AVENUE - KISSIMMEE, FL 34741

ARTICLE II - PURPOSES

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which this corporation is organized is to raise money to provide underprivileged children with resources to enable them to dream of their future and take positive steps toward fulfilling those dreams.

ARTICLE III - TERM

This corporation shall have perpetual existence.

ARTICLE IV - THE SUBSCRIBERS

The name and post office address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Bruneau, Sr.	1112 N. Bermuda Avenue Kissimmee, FL 34741

ARTICLE V - OFFICERS

The officers shall be a President, a Vice-President, and a Secretary/Treasurer. The President shall be a member of the Board of Directors. The Officers shall be chosen by majority vote of the

directors. All officers shall hold office at the pleasure of the Board of Directors.

ARTICLE VI - INITIAL OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Robert Bruneau, Sr.	President	1112 N. Bermuda Avenue Kissimmee, FL 34741
Robert Bruneau, Jr.	Vice-President	1112 N. Bermuda Avenue Kissimmee, FL 34741
Barbara Bruneau	Secretary/ Treasurer	1112 N. Bermuda Avenue Kissimmee, FL 34741

ARTICLE VII - BOARD OF DIRECTORS

The names and addresses of those persons who are to act as directors until their resignation or the election of their successors are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Bruneau, Sr.	1112 N. Bermuda Avenue Kissimmee, FL 34741
Robert Bruneau, Jr.	1112 N. Bermuda Avenue Kissimmee, FL 34741
Barbara Bruneau	1112 N. Bermuda Avenue Kissimmee, FL 34741

The initial directors are selected by the incorporator. The directors shall have two (2) year terms which shall renew automatically unless terminated by a majority vote of the Board of Directors prior to the end of the term. Vacancies in the Board of Directors shall be selected by a majority of the remaining Board at a special meeting called for that purpose.

ARTICLE VIII - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or

other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax 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.

ARTICLE IX -- BY-LAWS

The By-Laws of the corporation may be made, amended, altered or rescinded at a regular or special meeting of the Board of Directors by a vote of two-thirds of the directors present.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and imposed upon him in connection with any proceeding or any

settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Kissimmee, Osceola County, Florida for the uses and purposes set forth herein.


ROBERT BRUNEAU, SR.

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared ROBERT BRUNEAU, SR., President of GIVE KIDS THE DREAM, INC., who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 7th day of October, 1998.



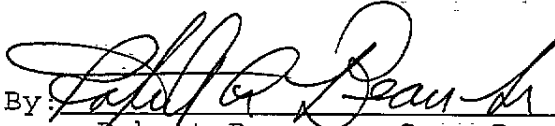
Carla A. DiPasquale
Notary Public
My Commission Expires:
Print: Carla A. DiPasquale
Commission # _____

Personally Known ✓ or Produced _____
as Identification

CERTIFICATE DESIGNATING PLACE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

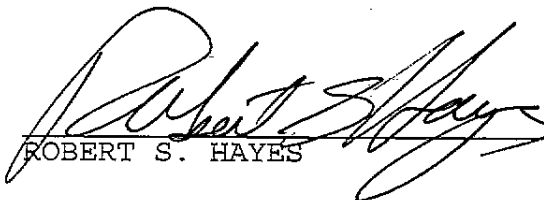
In pursuance of Section 617.023, Florida Statutes, the following is submitted in compliance with said Act: That GIVE KIDS THE DREAM, INC. desiring to organize under the laws of the State of Florida, with its principal office at City of Kissimmee, County of Osceola, State of Florida, has designated and established 441 West Vine Street, Kissimmee, Florida 34741, County of Osceola, State of Florida, as its office for the service of process within this State and named ROBERT S. HAYES, ESQUIRE as its agent to accept service of process.

GIVE KIDS THE DREAM, INC.

By: 
Robert Bruneau, Sr., President

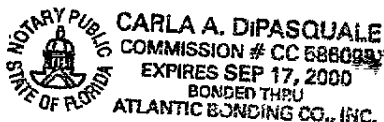
ACCEPTANCE

I, ROBERT S. HAYES, hereby accept the designation as Registered Agent for Service of Process upon GIVE KIDS THE DREAM, INC. desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine St., Kissimmee, Florida 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.


ROBERT S. HAYES

Sworn to before me this
8th day of October, 1998.

Carla A. DiPasquale
Notary Public
Carla A. DiPasquale
Print
My commission No. _____
My commission expires: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 11:08