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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

ACCT#: 072720000101

FAX #:

NAME: THE SOURCE FUND, INC. AUDIT NUMBER.....H98000020932 DOC
TYPE.....FLORIDA NON-PROFIT CORPORATION CERT. OF STATUS..0
PAGES..... 5 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
The Source Fund, Inc.
a corporation not for profit**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

The name of this corporation is The Source Fund, Inc., a corporation "not for profit"

ARTICLE 2. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6121 Funston Street
Hollywood, FL 33023

ARTICLE 3. - PURPOSE

Sell T-shirts to church parishoners. 100% of the donated sales proceeds shall be to a non-profit program which pays for college tuition to economically disadvantaged children.

Articles prepared by:
FRANK A. COLANGELO
7300 W. McNab Road
Suite 211
Tamarac, FL 33321
(954) 718-8572

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ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Elsa G. Sanchez
6121 Funston Street
Hollywood, FL 33023

ARTICLE 5. - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Elsa G. Sanchez
6121 Funston Street
Hollywood, FL 33023

ARTICLE 6. - QUALIFICATION OF MEMBERS

The qualifications for membership will be determined by the bylaws.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

Elsa G. Sanchez
6121 Funston Street
Hollywood, FL 33023

Hugo Blanco
6121 Funston Street
Hollywood, FL 33023

Dino Veizaga
6121 Funston Street
Hollywood, FL 33023

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ARTICLE 8. - DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 9. - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

ARTICLE 10. - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

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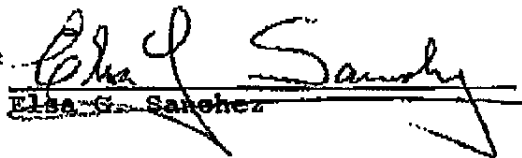
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ARTICLE 14. - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 3. hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

DATED: Nov 09, 1998


Elsa G. Sanchez

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUS, 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:

The Source Fund, Inc.

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

Elsa G. Sanchez
6121 Funston Street
Hollywood, FL 33023

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
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 - REGISTERED AGENT

Elsa G. Sanchez
6121 Funston Street
Hollywood, FL 33023

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TALLAHASSEE, FLORIDA

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