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1980 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

OF COUNSEL
F. PALMER WILLIAMS

January 22, 1999

VIA UPS OVERNIGHT DELIVERY

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
OKANGEL, INC.

Dear Sir:

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-01/25/99--01130--006
****122.50 *****78.75

Enclosed is the original and one copy of Articles of Incorporation for filing,
together with check in the amount of \$122.50 to cover the necessary filing fees as
follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation Registered Agent	\$ 35.00
TOTAL:	\$122.50

Your assistance is appreciated and should you have any questions, please do not
hesitate to contact this office.

Sincerely,


JOHN J. KABBOORD, JR.

JKjr:dhb
Enclosures
cc w/encls: Wesley Wood

FILED
99 JAN 25 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

99 JAN 25 PM 2:24

OKANGEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of the corporation shall be OKANGEL, INC.

ARTICLE II - PURPOSE

The specific and primary purposes for which this corporation is formed are to operate for the advancement of and overall welfare and education of adults and children alike and for other non-profit purposes, by the distribution of its funds for those purposes.

ARTICLE III - POWERS

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV - TERM

Existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist in perpetuity.

ARTICLE V - LOCATION

The principal office of the corporation shall be located at 1525 South Atlantic Avenue, Unit 305, Cocoa Beach, Florida 32931, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be three (3).

except as changed from time to time by the By-Laws of the corporation. The members of the Board of Directors shall be elected as provided by the By-Laws of the corporation, which provide for election of directors at the annual meeting to be held in January each year. The Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of a corporate member of this corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

WESLEY WOOD
1525 South Atlantic Avenue, Unit 305
Cocoa Beach, FL 32931

MILLER CARTWRIGHT
888 - 8th Avenue, Apt. 5-D
New York, NY 10019

Deborah H Benoit
1980 N. Atlantic Ave #801
Cocoa Beach, FL 32931

ARTICLE VII - OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the By-Laws of this corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

WESLEY WOOD
1525 South Atlantic Avenue, Unit 305
Cocoa Beach, FL 32931

MILLER CARTWRIGHT
888 - 8th Avenue, Apt. 5-D
New York, NY 10019

Deborah H Benoit
1980 N. Atlantic Ave #801
Cocoa Beach, FL 32931

ARTICLE VIII - SUBSCRIBERS

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the corporation, the names of which subscribers and their respective addresses are more particularly set forth in Article VII above.

ARTICLE IX - BY-LAWS

The original By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

ARTICLE X - INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 20th day of January, 1999.

Wesley Wood
WESLEY WOOD

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of January, 1999, by WESLEY WOOD, who is personally known to me, or who produced _____ as identification, and who did take an oath.

My commission expires:



JOHN J. KABBOORD, JR.
MY COMMISSION # CC462746 EXPIRES
May 11, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

John J. Kabboord, Jr.
Notary Public Signature
JOHN J. KABBOORD, JR.
Print Notary Public Name

Miller Cartwright
MILLER CARTWRIGHT

STATE OF NEW YORK)
COUNTY OF Suffolk) SS:

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of January, 1999, by MILLER CARTWRIGHT, who is personally known to me, or who produced _____ as identification, and who did take an oath.

My commission expires:

Lisa G. Guerra
Notary Public Signature

Print Notary Public Name

LISA G. GUERRA
Notary Public, State of New York
No. 41-4968358
Qualified in Suffolk County
Commission Expires June 18, 20 00

✓ Deborah H. Benoit

DEBORAH H. BENOIT

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 28th
day of January, 1999, by DEBORAH H. BENOIT who is personally
known to me, or who produced _____
_____ as identification, and who did take an oath.

My commission expires:



JOHN J. KABBOORD, JR.
MY COMMISSION # CC462746 EXPIRES
May 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public Signature

JOHN J. KABBOORD, JR.

Print Notary Public Name

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

OKANGEL, INC., a corporation not for profit, desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation,
in the City of Cocoa Beach, County of Brevard, State of Florida,
has named WESLEY WOOD, located at 1525 South Atlantic Avenue,
Unit 305, Cocoa Beach, Florida 32931, as its agent to accept
service of process for the above-stated corporation, at the place
designated in this certificate, who hereby accepts to act in this
capacity, and agrees to comply with the provisions of the act
relative to keeping open said office.

Wesley Wood
WESLEY WOOD, Registered Agent

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FILED
99 JAN 25 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA