

LAW OFFICES
JOHN J. KABBOORD, JR.

A PROFESSIONAL ASSOCIATION

TELEPHONE (407) 799-3388

FAX (407) 799-4499

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SUITE 801
1980 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

OF COUNSEL
F. PALMER WILLIAMS

N99000000615

September 24, 1999

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

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*****35.00 *****35.00

Re: Amended Articles of Incorporation for
OKANGEL, INC.

Dear Sir:

Enclosed is the original and one copy of Amended Articles of Incorporation for filing, together with check in the amount of \$35.00 to cover the necessary filing fees

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

Sincerely,

JOHN J. KABBOORD, JR.

JJKjr:dhb
Enclosures
cc w/encls: Wesley Wood

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
N99000000615
APG amended
9/27/1999

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COCOA BEACH, FLORIDA 32931

OF COUNSEL
F. PALMER WILLIAMS

October 8, 1999

VIA UPS OVERNIGHT DELIVERY

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ATTENTION: Carol Mustain
Corporate Specialist

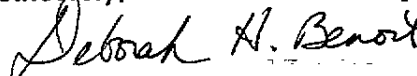
Re: OKANGEL, INC.
Ref. Number: N99000000615

Dear Ms. Mustain:

In connection with our telephone conversation this date, enclosed please find two (2) originals of our revised Amended Articles of Incorporation as referenced above. If the same meet with your approval and are considered filed, we would very much appreciate it if you could return one certified copy of the Amended Articles to our office in the self-addressed UPS envelope provided herein. Once you are ready to return the copy to me, if you will call 1-800-PICK-UPS, a courier will pick up the package for return to our office. We have a deadline by Friday, October 15th imposed upon our client by the Internal Revenue Service in order to receive the tax exempt status for a corporation not for profit. We certainly appreciate your expedited efforts in this regard, and should you have any questions, please do not hesitate to contact our office immediately.

Thank you again for your much needed help.

Sincerely,



DEBORAH H. BENOIT
Legal Assistant

Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

JOHN KABBOORD, JR.
1980 N. ATLANTIC AVE.
SUITE 801
COCOA BEACH, FL 32931

SUBJECT: OKANGEL, INC.
Ref. Number: N99000000615

We have received your document for OKANGEL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 899A00048059

AMENDED ARTICLES OF INCORPORATION
OF
OKANGEL, INC.
(a corporation not for profit)

The undersigned individuals, WESLEY WOOD, MILLER CARTWRIGHT, and DEBORAH H. BENOIT, on September 22, 1999, by signing below, certify that they represent all of the Directors and members of this Corporation, and that on said date, have adopted this Amendment and the number of votes cast was sufficient for approval, and it is their intention and desire that this certain Amendment to the Articles of Incorporation of OKANGEL, INC. be made and filed.

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

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- C. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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, in the county in which the principal office of the organization is then located, exclusively for such 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

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TALLAHASSEE, FLORIDA

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).

The number of members of succeeding boards of directors 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 Avenue, Suite 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 Avenue, Suite 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.

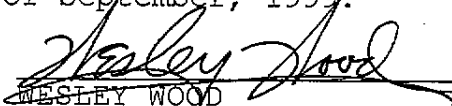
ARTICLE X - INDEMNIFICATION

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.

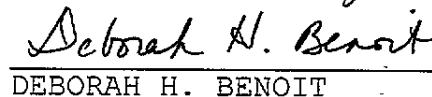
ARTICLE XI - AMENDMENTS

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 22nd day of September, 1999.


WESLEY WOOD


MILLER CARTWRIGHT


DEBORAH H. BENOIT

FILED
OCT 11 1999
CLERK OF COURT
JANUARY 11 1999
CLERK OF COURT

STATE OF FLORIDA)
COUNTY OF BREVARD)

Wesley Wood
WESLEY WOOD

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of September, 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.
Notary Public Signature

JOHN J. KABBOORD, JR.

Print Notary Public Name



John J. Kabboord, Jr.
MY COMMISSION # CC830822 EXPIRES
May 11, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Miller Cartwright
MILLER CARTWRIGHT

STATE OF NEW YORK)
COUNTY OF New York)

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of September, 1999, by MILLER CARTWRIGHT, who is personally known to me, or who produced NYS. Driver License as identification, and who did take an oath.

My commission expires:

January 29, 2000

KARINE P. BAILEY
Notary Public, State of New York
No. 0134808005
Qualified in Queens County
Commission Expires Jan. 29, 2000

Karine P. Bailey
Notary Public Signature

Karine P. Bailey

Print Notary Public Name

Deborah H. Benoit

DEBORAH H. BENOIT

STATE OF FLORIDA)
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of September, 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:

Linda Peoples
Notary Public Signature

LINDA PEOPLES

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 Registered Agent