N9900003350

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

000002886720--8 -05/26/99--01023--013 *****78.75 ******78.75

SUBJECT:	SOME	ONE	CARES,	INC.
			(Propose	d corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

□ \$70.00 Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75 Filing Fee

& Certified Copy

\$87.50

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: SOME ONE CARES, INC.

Name (Printed or typed)

P. Mark Halman

303 SE 17th Street, #309

Address

Ocala, FL 34471

City, State & Zip

(352) 690-7526

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



O Con the factor

ARTICLES OF INCORPORATION

OF

SOME ONE CARES, INC.



ARTICLE I: NAME

The name of the corporation shall be SOME ONE CARES, INC.

ARTICLE II: PRINCIPAL OFFICE

The address of the initial registered office of this corporation is 303 SE 17th Street, Suite 309, Ocala, Florida 34471, and the name of its initial registered agent at said address is P. Mark Halman.

ARTICLE III: PURPOSES

This corporation is formed to operate as a CHARITABLE, BENEVOLENT, ELEEMOSYNARY, EDUCATIONAL, and RELIGIOUS, organization.

All operation are to be such as will qualify this corporation as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV: CORPORATE POWERS

The corporate powers of this corporation are directed by the By-Laws for Not for Profit Corporation and in all operations to qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE V: MEMBERSHIP QUALIFICATIONS

The qualifications for membership and the manner of their admission shall be as set forth in the bylaws of the Corporation.

ARTICLE VI: BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Charles H. Fleming	2305 SW 6 th Avenue Ocala, Florida 34474
P. Mark Halman	303 SE 17 th Street, #309 Ocala, Florida 34471
Huey P. McFarland	2027 Cipriona Place Lady Lake, Florida 32159

Additional and successive Board of Directors will be selected by the procedure set forth in the by-laws.

ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment to them, and any right conferred upon the members is subject to this reservation.

ARTICLE X: DISSOLUTION

Upon dissolution of SOME ONE CARES, INC., and the winding up of its affairs, the assets of this corporation shall be distributed exclusively for charitable or religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section.

ARTICLE XI: INCORPORATORS

The names and addresses of the persons forming this corporation are: SAN 26 PA III. 2

Charles H Fleming

2305 SW 6th Avenue

Ocala, Florida 34474

P. Mark Halman

303 SE 17th Stree, #309 Ocala, Florida 34471

Huey P. McFarland

2027 Cipriano Place Lady Lake, Florida 32159

Dated this 25 day of MAY, 1999

Mark Halman

Incorporator / Registered Agent

Drivers License # H456 693-34-163-0

HUEY/P. McFARLAND

Drivers License # M 216 335 29

STATE OF FLORIDA COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Charles H. Fleming, P. Mark Halman, Huey P. McFarland, to me producing Drivers License Identification as noted above to verify identification of the persons described and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein excpressed.

IN WITNESS WHEREOF, I have hereunto set my hand and my; official seal at Ocala, Marion County, Florida this _25 day of MAY, 1999.

STACEY G. VASILAS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Thereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.