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MICHAEL J. FERRIN

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June 9, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Project Teen Hope, Inc.

Dear Sir or Madam:

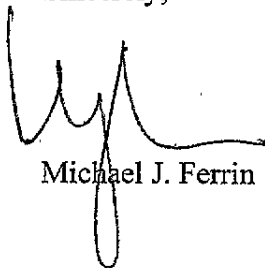
Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find my check in the amount of \$122.50, representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

With kindest regards, I am

Sincerely,



Michael J. Ferrin

MJF/ac
Enclosures
cc: Michele Leone

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
PROJECT TEEN HOPE, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is PROJECT TEEN HOPE, INC., and the principle office shall be at 13828 61st Street N., West Palm Beach, FL 33412.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. To have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State

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of Florida.

B. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

C. To obtain donations from corporations, businesses, social groups and individuals, for the purpose of education, support and guidance of teenagers.

D. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

AUTHORIZED CERTIFICATES OF MEMBERSHIP

A. This corporation shall be authorized to issue certificates of membership.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights of certificate holders.

C. Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its

properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m. on June 1 of each year at 13828 61st Street N., West Palm Beach, FL 33412, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a Statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Michele Leone, 13828 61st Street N., West Palm Beach, FL 33412

Cory Nichols, 13828 61st Street N., West Palm Beach, FL 33412

William Nichols, 7700 N.W. 1st Street, Margate, FL 33063

B. Corporate Officers. The Board of Directors shall elect the following officers:

President, Vice President, Secretary/Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Michele Leone - President

Cory Nichols - Vice President

William Nichols - Secretary/Treasurer

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 IV hereof.

B. 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 any candidate for public office.

C. 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 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

INITIAL MEMBERS

The names and residence addresses of the initial members of this corporation are as follows:

Michele Leone, 13828 61st Street N., West Palm Beach, FL 33412

Cory Nichols, 13828 61st Street N., West Palm Beach, FL 33412

William Nichols, 7700 N.W. 1st Street, Margate, FL 33063

ARTICLE XI

AMENDMENTS OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational,

charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida 33401, and the name of its registered agent at said address shall be Michael J. Ferrin.

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 9th day of ^{June}~~May~~, 1999.

WITNESSED BY:

Abel A. Cor

Michael Deane
Subscriber

William A. Nichols
Subscriber

Michael J. Ferrin
Registered Agent

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, MICHELE LEONE, WILLIAM NICHOLS and MICHAEL J. FERRIN, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of June, 1999.



Abby A. Cox
MY COMMISSION # CC531443 EXPIRES
May 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

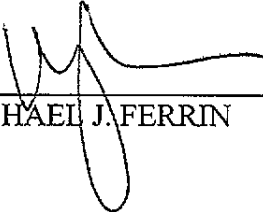
Abby A. Cox
NOTARY PUBLIC
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST: PROJECT TEEN HOPE, INC., - 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
West Palm Beach, State of Florida, has named MICHAEL J. FERRIN, as its agent to accept
service of process within this State.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping said office.



MICHAEL J. FERRIN

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