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†CERTIFIED PUBLIC ACCOUNTANT

June 21, 1999

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, FL 32301

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-06/24/99--01021--019
*****78.75 *****78.75

Gentlemen:

Re: Children of Chaos, Inc.

We enclose Articles of Incorporation for a non-profit corporation,
together with check in the amount of \$78.75 filing fee.

Please forward Certificate to this office.

Thank you.

Very truly yours,

Mike Krasny

MK/js
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 24 AM 11:03

FILED

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ARTICLES OF INCORPORATION
OF
CHILDREN OF CHAOS, INC.

FILED

99 JUN 24 AM 11:03

Pursuant to the provisions of Section 617.0202 of the Florida Not-for-Profit Corporation Act, the undersigned, subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes and acknowledges the Articles of Incorporation set forth below and provides as follows:

ARTICLE I
Name

The name of this corporation shall be CHILDREN OF CHAOS, INC. and its principal place of business shall be located at 238 Seaview Street, Melbourne Beach, Florida 32951 with a mailing address of 238 Seaview Street, Melbourne Beach, Florida 32951.

ARTICLE II
Term

This corporation shall have perpetual existence.

ARTICLE III
Purpose

This corporation is organized exclusively for charitable, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

ARTICLE IV
Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of this corporation is John Battaglia, and the name of the initial registered agent of this corporation at that address is John Battaglia, 238 Seaview Street, Melbourne Beach, Florida 32951.

ARTICLE VI
Initial Board of Directors

The initial Members and Board of Directors of the corporation shall consist of not less than three (3) nor more than ten (10) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the corporation shall be specified, from time to time, by the Bylaws, provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this corporation are:

| | |
|--------------------|---|
| John Battaglia | 238 Seaview Street Melbourne Beach, FL 32951 |
| Kathleen Battaglia | 238 Seaview Street Melbourne Beach, FL 32951 |
| Stephen G. Rossi | 1800 Hibiscus Blvd. #134 Melbourne, FL 32901 |

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation is:

John Battaglia
238 Seaview Street
Melbourne Beach, FL 32951

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

These Articles of Incorporations only by the members in the manner provided by Florida statutes and as same may be amended from time to time.

ARTICLE X
Restrictions and Interpretation

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 III 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

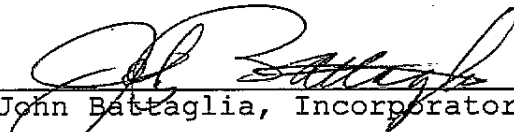
D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.

ARTICLE XI
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government for a public purpose. Any 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

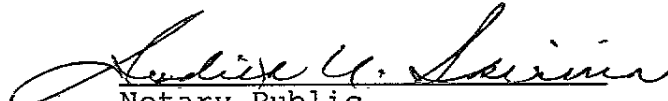
such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

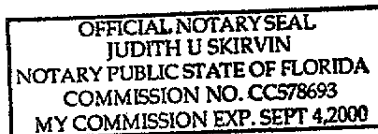
IN WITNESS WHEREOF, the undersigned subscribers have hereto set their hands and seals this 21 day of June, 1999.


John Battaglia, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21 day of June, 1999, by ~~xxxHe is personally known to me or has produced~~ John Battaglia. He is personally known to me.
as
~~identificationxxx~~


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

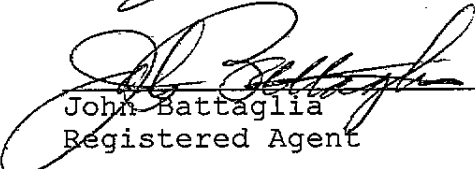
In compliance with Section 617.0501 and 607.0505, Florida Statutes, the following is submitted:

CHILDREN OF CHAOS, INC. desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 238 Seaview Street, Melbourne Beach, FL, 32951, has named and designated: John Battaglia, with its registered office located at 238 Seaview Street, Melbourne Beach, florida 32951, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as a Registered Agent for CHILDREN OF CHAOS, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21 day of June, 1999.


John Battaglia
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA