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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : PARCORP SERVICES, LTD.
Account Number : 119990000011
Phone : (727)576-6764
Fax Number : (727)576-3863

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

GIVE A KID A SMILE GIVE A KID A DREAM FOUNDATION INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
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STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
GIVE A KID A SMILE GIVE A KID A DREAM FOUNDATION INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The corporate name is: "Give A Kid A Smile Give A Kid A Dream Foundation Inc."

SECOND: The street address of the initial principal office of the corporation is: 2785 58th Ave South #244, St. Petersburg, FL 33712, and the mailing address is the same.

THIRD: The corporation is organized and shall be operated exclusively for charitable, literary or educational purposes, and for such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended, or corresponding sections of any future federal tax code.

FOURTH: The corporation shall not have members.

FIFTH: The method of electing Directors will be as set forth in the bylaws.

SIXTH: The street address of the initial registered office of the corporation is 526 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such address is: NRAI SERVICES, INC.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is Three (3), and the names and addresses of the persons who are to serve as Directors until their successors are appointed and qualify are:

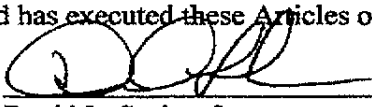
1. Tramaine Cavi, 2785 58th Ave South #244, St. Petersburg, FL 33712
2. Rodney Washington, 2785 58th Ave South #244, St. Petersburg, FL 33712
3. Manuelito Parker, 1807 S. Hennepin, Sioux City, IA 50106

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation: David L. Surina: 11018 Southwest Highway, Palos Hills, IL 60465

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of August, 1999.

Preparer Info:

David L. Surina / Parcorp Services, Ltd.
11018 Southwest Hwy.
Palos Hills, IL 60465 Phone: 708-974-1284
Fax Audit No. (((H99000019040 7)))


David L. Surina, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

GIVE A KID A SMILE GIVE A KID A DREAM FOUNDATION INC.

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

Dated: August 2, 1999

NRAI SERVICES, INC.

By: 

David L. Surina, Assistant Secretary

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