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Florida Department of State

Division of Corporations

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA NON-PROFIT CORPORATION

tri-star educational films, inc.

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Articles of Incorporation
of
Florida Nonprofit Corporation

ARTICLE I

CORPORATE NAME

The name of this corporation is Tri-Star Educational Films, Inc.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable and educational purposes pursuant to the Florida Corporation 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. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The corporation will have as its goal the healing and rehabilitation of individuals with substance abuse problems. These activities will be accomplished by the distribution of its funds for such purposes.

C. 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,

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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

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 three, 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 225 North Hillcrest Avenue, Clearwater, Florida on September 4th of each year at 10:00 a.m., or at such place 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:

<u>Name</u>	<u>Address</u>
Carol Womble	2046 Indigo Terrace Dunedin, FL 34698

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Debbie Moss

2041 Lakewood Drive
Dunedin, FL 34698

Orman D. Mills

225 N. Hillcrest Avenue
Clearwater, FL 33755

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and 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:

Name

Address

President: Deborah Moss

2041 Lakewood Drive
Dunedin, FL 34698

Vice President:
Deborah Moss

2041 Lakewood Drive
Dunedin, FL 34698

Secretary: Carol Womble

2046 Indigo Terrace
Dunedin, FL 34698

Treasurer: Orman D. Mills

225 N. Hillcrest Avenue
Clearwater, FL 33755

ARTICLE VI

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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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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 VII

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 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. 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 corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

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

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ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Orman D. Mills	225 N. Hillcrest Avenue Clearwater, FL 33755

ARTICLE X

AMENDMENT 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 XI

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 XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2630 University Parkway, Sarasota, FL 34234; and the name of its registered agent at said address shall be Mark Ingram.

ARTICLE XIII

AMENDMENT OF ARTICLES

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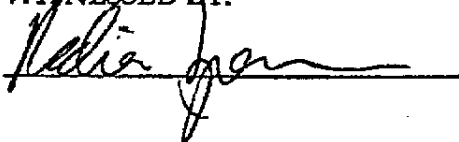
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XIV

The principal office of this corporation shall be located at: _____
2041 Lakewood Drive, Dunedin, FL 34698

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 10th day of Aug., 1999.

WITNESSED BY:



 Subscriber Orman D. Mills
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT


I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


 Registered Agent

STATE OF FLORIDA
 COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16th day of July, 1999 by Mark Ingram, who is personally known to me and who has produced a Florida Driver License as identification.

Commission Expires:


 Notary Public


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