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LAURA E. ARNOFF

* Board Certified
Civil Trial Attorney

August 23, 1999

Florida, Secretary of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

N/99000005149

RE: Women With A Mission, Inc.

000002969570--7
-08/25/99--01051--008
*****70.00 *****70.00

Dear Clerk:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, along with this firm's check in the sum of \$70.00 to cover your filing fees and registered agent fees. Please date stamp the copy and return it to me in the enclosed pre-addressed stamped envelope which has been provided for your convenience.

If you have any questions concerning this filing, please call me before sending these back. Thanking you in advance for your cooperation in this matter.

Sincerely yours,

Bernard A. Conko
Bernard A. Conko

BAC/djr
Enclosures as stated above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/27/99

ARTICLES OF INCORPORATION
OF
WOMEN WITH A MISSION, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is Women With A Mission, Inc.

ARTICLE II
Commencement and Duration

The commencement of this Corporation's existence shall begin on the date of filing these Articles of Incorporation, and the duration shall be perpetual.

ARTICLE III
Purpose

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Within this framework the Corporation's purpose is to provide charity to poor, indigent or needy families, battered or abused women, or individuals in crises. This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes.

ARTICLE IV
Powers; Limitations

This Corporation shall have all of the powers granted to it under the laws of Florida and the United States of America, and not prohibited by these Articles of Incorporation. Notwithstanding any other provisions of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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, for, or in opposition to any candidate for public office.

ARTICLE V **Members**

Membership in this Corporation shall be as set out in the By-Laws of the Corporation. The Members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any Member on the winding up or dissolution of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE VI **Directors**

The manner in which the Directors are elected or appointed and the number of Directors shall be as set forth in the By-Laws of the Corporation, but shall not be less than three (3).

ARTICLE VII **Dissolution**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII **Indemnification**

This Corporation shall indemnify any officer, director, employee, or agent, any former officer, director, employee or agent to the fullest extent permitted by law.

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation shall only be made by adoption at a meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE X

Initial Officers

The initial street and mailing address for the principal place of business of the Corporation is 6460 Spartina, Jupiter, Florida 33458.

ARTICLE XI

Initial Registered Office And Agent

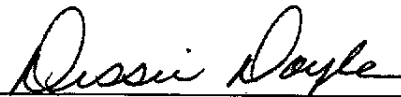
The name of the initial registered agent is Dessie Doyle, and the address of the initial registered office where the registered agent is located is 6460 Spartina, Jupiter, Florida 33458.

ARTICLE XII

Incorporator

The name and address of the incorporator shall be Dessie Doyle, 6460 Spartina, Jupiter, Florida 33458.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in North Palm Beach, Florida, this 20th day of August, 1999.

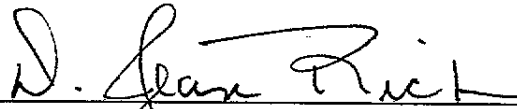


Dessie Doyle, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Dessie Doyle to me known to be the person described in the foregoing Articles of Incorporation and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation and that she did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of August, 1999.



D. Jean Rich, Notary Public
State of Florida-at-Large
My Commission Expires:

[Stamp or Seal]



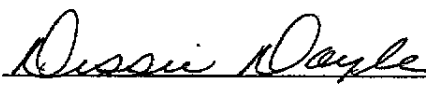
D. Jean Rich
MY COMMISSION # CC692698 EXPIRES
October 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0505, Fla. Stat., the undersigned corporation organized under the laws of the State of Florida submits the following statement of Registered Agent/Registered Office in the State of Florida.

- (1) The name of the corporation is WOMEN WITH A MISSION, INC.
- (2) The name and address of the registered agent and office is Dessie Doyle, 6460 Spartina, Jupiter, Florida 33458.

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.



Dessie Doyle, Registered Agent

Date: August 20, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA