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November 29, 1999

VIA AIRBORNE DELIVERY

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/30/99--01039--003
*****78.75 *****78.75

Re: Ride With the Stars, Inc.

Dear Sir or Madam:

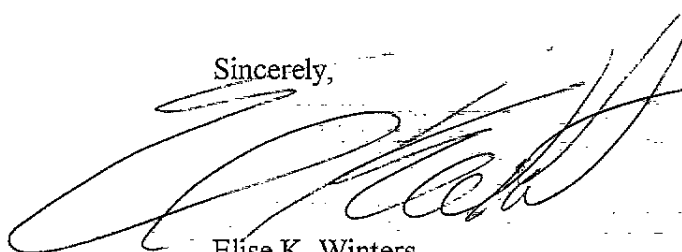
Enclosed is the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Ride With the Stars, Inc. Also enclosed is a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) to cover the following:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75

If everything is in order, please return the certified copy to this office at your earliest convenience. If any additional documentation or information is required, please let me know.

Thank you for your attention to this matter.

Sincerely,



Elise K. Winters

cc: Jean Kwall

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 30 AM 10:25

FILED

T. Burch DEC 3 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
RIDE WITH THE STARS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person, as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the Corporation is Ride With the Stars, Inc., and the initial principal address of the Corporation is c/o Pinellas County Sheriff's Office, P.O. Box 2500, Largo, Florida 33779.

ARTICLE II
PURPOSES

The Corporation is a not for profit corporation organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific and primary purpose for which the corporation is formed is relief to the poor, to stressed or under-privileged families during the holiday seasons.

ARTICLE III
RESTRICTIONS

(a) The purposes for which the Corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, making distributions to organizations that qualify as tax-exempt organizations under the Code.

(b) The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. It shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of

the Corporation.

(d) On liquidation or dissolution all properties and assets of the Corporation remaining after paying or providing for all debts and obligations shall be distributed and paid to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), as it may be amended.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V MEMBERSHIP

(a) The Corporation is organized upon a nonstock basis as defined in Chapter 617 of the Florida Statutes.

(b) The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, and the different classes of membership, if any, shall be as regulated in the bylaws.

(c) The members of the corporation shall have no right, title, or interests whatsoever in its income, property, or assets, nor shall any portion of the income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of the 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 BOARD OF DIRECTORS

(a) The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors initially composed of eight (8) members. The directors need not be members of the Corporation. The number of directors may be changed by a bylaw adopted pursuant to the bylaws of the Corporation. The directors shall be elected at the annual meeting of the members for one year terms.

(b) The names and addresses of the initial directors of the Corporation are:

Lt. Scott Stiner c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Fran Minor c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Maryanne Pasha c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Sgt. Wayne Morris c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Lara Scott c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Josephine Mattson c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

David Byrum c/o Pinellas County Sheriff's Office
P.O. Box 2500, Largo, Florida 33779

Robert McIntyre DITEK
1720 Starkey Road, Largo, Florida 33771

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

ARTICLE VII REGISTERED AGENT, INITIAL REGISTERED OFFICE

(a) The name of the registered agent of the Corporation is Elise K. Winters, 600 Cleveland Street, Suite 940, Clearwater, Florida 33755. The address of the initial office of the Corporation is Lt. R. Scott Stiner, c/o Pinellas County Sheriff's Office, P.O. Box 2500, Largo, Florida 33779.

(b) The Board of Directors may move the registered office or the principal office to any other address in Florida.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is: Lt. R. Scott Stiner, c/o Pinellas County Sheriff's Office, P.O. Box 2500, Largo, Florida 33779.

ARTICLE IX AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded,

added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

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. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

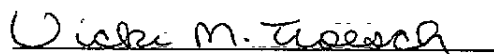
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on November 15, 1999.


R. SCOTT STINER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of November, 1999, by Elise K. Winters, who is personally known to me and who did take an oath.

NOTARY PUBLIC


NOTARY PUBLIC

Vicki M. Troesch

Serial #: CC692523

My Commission Expires: November 4, 2001



Vicki M. Troesch
MY COMMISSION # CC692523 EXPIRES
November 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

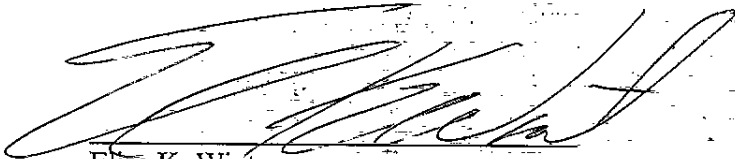
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Ride With the Stars, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



Elise K. Winters

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED