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James P. Cooksey*

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* Also admitted in Colorado

** Also admitted in Colorado
and California

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*****78.75 *****78.75

December 10, 1999

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: HELPING HAND FOR THE HANDICAPPED, INC.
New not-for-profit corporation filing

Dear Sir/Madam:

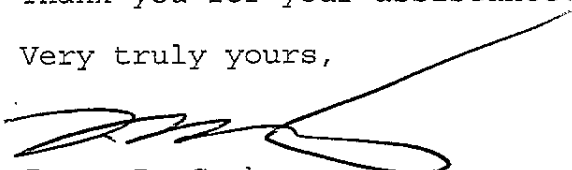
Please find enclosed the original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporate entity, and a check in the amount of \$78.75 to cover the filing fees and certified copy.

Please file these documents with the Secretary of State and the certified copy to the undersigned at the following address:

2601 Broadway, Suite 3
Riviera Beach, Florida 33404

Thank you for your assistance.

Very truly yours,



James P. Cooksey

JPC/dst

FILED
99 DEC 28 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~99-28589~~

~~426-7295~~

T BROWN DEC 29 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 15, 1999

JAMES P. COOKSEY
COOKSEY & COOKSEY, P.A.
2601 BROADWAY, SUITE 3
RIVIERA BEACH, FL 33404

SUBJECT: HELPING HAND FOR THE HANDICAPPED, INC.
Ref. Number: W99000028589

We have received your document for HELPING HAND FOR THE HANDICAPPED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 999A00058882

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December 21, 1999

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: HELPING HAND FOR THE HANDICAPPED, INC.
New not-for-profit corporation filing

Dear Sir/Madam:

Please refer to the attached letter from your office.

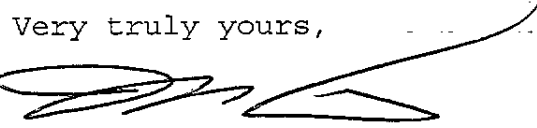
Please find enclosed the original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporate entity. The articles were corrected to comply with the attached letter.

Please file these documents with the Secretary of State and the certified copy to the undersigned at the following address:

2601 Broadway, Suite 3
Riviera Beach, Florida 33404

Thank you for your assistance.

Very truly yours,



James P. Cooksey

JPC/dst

FILED
99 DEC 28 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
HELPING HAND FOR THE HANDICAPPED, INC.**

ARTICLE I - NAME

The name of this not-for-profit corporation is HELPING HAND FOR THE HANDICAPPED, INC.

**ARTICLE II - PRINCIPAL OFFICE, MAILING ADDRESS,
REGISTERED OFFICE, AND REGISTERED AGENT**

The street address of the principal office of the corporation is 622 52nd Street, West Palm Beach, Florida 33407.

The mailing address of this corporation is 622 52nd Street, West Palm Beach, Florida 33407.

The street address of the initial registered office of this corporation is 622 52nd Street, West Palm Beach, Florida 33407.

The address of the initial registered agent is 622 52nd Street, West Palm Beach, Florida 33407.

ARTICLE III - PURPOSE

This not-for-profit corporation is organized for the purpose of providing housing and other assistance to the physically handicapped.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS
AND METHOD OF ELECTION**

This corporation shall initially have three Directors constituting the initial Board of Directors. The names and addresses of the initial Board of Directors of the corporation are Robert Ellis Hollandsworth, Jr., 622 52nd Street, West Palm Beach, Florida 33407, Elva Lester, 4225 45th Street, West Palm Beach, Florida 33407, and Louisa Dominguez, 622 52nd Street, West Palm Beach, Florida 33407.

The number of directors may be increased from time to time by the bylaws, however, there shall never be less than three Directors. The directors shall be elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Robert Ellis Hollandsworth, Jr., 622 52nd Street, West Palm Beach, Florida 33407.

ARTICLE VI - INCORPORATORS

The name and address of the Incorporator signing these articles is Robert Ellis Hollandsworth, Jr., 622 52nd Street, West Palm Beach, Florida 33407.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Office or Director or any former officer or director, to full extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members is subject to this reservation.

ARTICLE IX-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20 day of December, 1999.

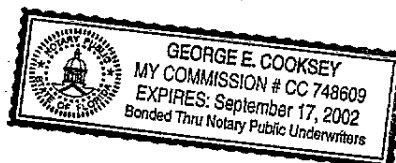

Robert Ellis Hollandsworth, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert Ellis Hollandsworth, Jr., known to be and known by me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 day of December, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



FILED
99 DEC 28 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of sections 48 and 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

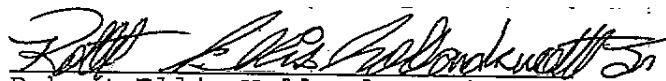
The name of the corporation is **HELPING HAND FOR THE HANDICAPPED, INC.**

The name and address of the registered agent is:

Robert Ellis Hollandsworth, Jr.
622 52nd Street
West Palm Beach, FL 33407

Dated: December 20, 1999

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


Robert Ellis Hollandsworth, Jr.
Registered Agent