

TRANSMITTAL LETTER

PO1000043958

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

SUBJECT: With Just a Little Help, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900004100919--3
-05/01/01--01033--011
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Debra Vollen
Name (Printed or typed)

14502 Middlefield Lane
Address

Odeessa, FL 33556
City, State & Zip

813-240-5783
Daytime Telephone number

FILED
01 APR 30 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G. BULLOCK MAY - 2 2001

5

ARTICLES OF INCORPORATION
OF
WITH JUST A LITTLE HELP, INC.

We, the undersigned incorporator to these Articles of Incorporation, do hereby adopt the following Articles of Incorporation for the formation of a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation shall be:
WITH JUST A LITTLE HELP, INC.

ARTICLE 11

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation in the State of Florida shall be 14502 Middlefield Lane, Odessa, Fl. 33556. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within the State of Florida.

ARTICLE 111

PURPOSE

The general purposes for which the Corporation is organized are the following:

To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in the Florida General Corporation Act, in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida General Corporations Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, and shall be construed as powers as well as objects and purposes, all as permitted by law.

FILED
01 APR 30 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The authorized capital stock of this corporation shall consist of five hundred (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

<u>SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
Debra Vollen	500

Shares held by the Shareholders may not be sold or otherwise transferred to other persons unless first offered to this Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE V

INITIAL OFFICERS/DIRECTORS

The street address of the principal office of this corporation in the State of Florida shall be 14502 Middlefield Lane, Odessa, Fl. 33556. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) Director. The number of Directors may be increased or diminished from time to time as determined by the By-laws, but shall never be less than one (1). The names and street address of the initial members of the Board of Directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Debra Vollen President	14502 Middlefield Lane Odessa, Fl. 33556

ARTICLE VI

INITIAL REGISTERED OFFICE AND ADGENT

The street address of the initial registered office of this corporation is 14502 Middlefield Lane, Odessa, Fl. 33556 and the name of the initial registered agent at such address is Debra Vollen.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is, Debra Vollen 14502 Middlefield Lane, Odessa, Fl. 33556.

IN WITNESS WHEREOF, Debra Vollen the undersigned, being the original Incorporator to the foregoing Articles of Incorporation, have hereunto set their hands and seal this 27th day of March 2000.

Debra Vollen
Debra Vollen

STATE OF FLORIDA
COUNTY OF ~~PINELLAS~~ Pasco

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named persons, to wit: Debra Vollen, known to me to be the individual who executed the foregoing Articles of Incorporation, and have acknowledged before me that she executed the same as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27th day of March 2000!

Amy A. Paiz
NOTARY PRINTED NAME

Debra Vollen
NOTARY PUBLIC- STATE OF FLORIDA

COMMISSION EXPIRES:



ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of the process for the above-stated corporation at the place designated in this statement, 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.

Debra Vollen

Debra Vollen

DATE: 3/27/01

FILED
01 APR 30 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA