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HENRY T. SWANN, III, ESQUIRE
POST OFFICE BOX 4415
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FILED
01 JUN 29 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 2001

Florida Department of State
Division of Corporations
New Filings Section
Attention: Doris Brown, Document Specialist
Post Office Box 6327
Tallahassee, Florida 32314

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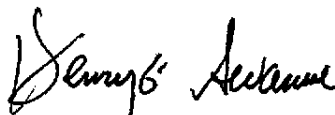
Re: Articles of Incorporation - People Helping People Unlimited, Inc.

Dear Ms. Brown:

I am in receipt of your letter dated June 7, 2001, pertaining to the subject Articles of Incorporation (copy attached). Attached, hereto, is the original and one copy of the corrected Articles of Incorporation. Please file the Articles of Incorporation and return a recorded copy to me at the address listed above.

If you have any questions, or need any further information you may contact me at the address and telephone number indicated above.

Sincerely,



Henry T. Swann, III

Enclosures

05/31/01
m01-12956

JUL 3 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2001

HENRY T. SWANN, III
POST OFFICE BOX 4415
ST. AUGUSTINE, FL 32085-4415

SUBJECT: PEOPLE HELPING PEOPLE UNLIMITED, INC.
Ref. Number: W01000012956

We have received your document for PEOPLE HELPING PEOPLE UNLIMITED, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 601A00034901

ARTICLES OF INCORPORATION
OF
PEOPLE HELPING PEOPLE UNLIMITED, INC.

FILED
01 JUN 29 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is People Helping People Unlimited, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business of this Corporation shall be: 6 Davis Street, St. Augustine, Florida 32086. The mailing address of this Corporation shall be Post Office Box 1466, St. Augustine, Florida 32085-1466.

ARTICLE III – PURPOSES

The specific purposes for which the Corporation is organized is for general business purposes as may be conducted according to law.

ARTICLE VI – SHARES

The number of shares of stock is: Five Hundred (500) shares of stock with a per share value of One Dollars (\$1.00) making a total stock value of Five Hundred Dollars (\$500.00).

ARTICLE V – MANNER OF ELECTION OF OFFICERS/DIRECTORS

The manner in which the Directors are elected or appointed is: The By-Laws of the Corporation shall set forth the method for election of Officers/Directors.

ARTICLE VI – INITIAL OFFICERS/DIRECTORS

The initial Officers and Directors of the Corporation, who shall serve until replaced in accordance with the By-Laws of the Corporation, shall be:

Clifford Kiefer - President/Director

Clifford Kiefer - Vice-President/Director

Clifford Kiefer - Secretary/Director

Clifford Kiefer - Treasurer/Director

ARTICLE VII – REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Registered Agent are: Henry T. Swann, III, Esquire, 3816 Magnolia Point Lane, St. Augustine, Florida 32084.

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:
Henry T. Swann, III, Esquire, Post Office Box 4415, St. Augustine, Florida 32085-4415.

Henry T. Swann
Signature/Incorporator

25 June 01
Date

OATH OF REGISTERED AGENT

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.

Henry T. Swann
Signature/Registered Agent


25 June 01
Date

FILED
01 JUN 29 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA


COUNTY OF ST. JOHNS

Sworn to or affirmed before me this 25th day of June, 2001, by Henry T. Swann,
III.



Notary Public – State of Florida

My Commission Expires:

 Catherine A. Tringali
My Commission CC976484
Expires October 22, 2004