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January 7, 2002

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Voices That Inspire, Inc.

Dear Sir/Madam:

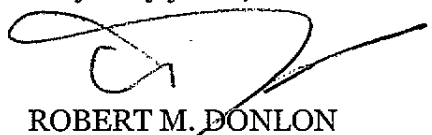
I have enclosed herewith the Articles of Incorporation of Voices That Inspire, Inc. I have also enclosed a check in the amount of \$78.75 for the filing fee.

I direct your attention to the last article, Article XII, wherein it states that the **effective date shall be January 8, 2002.**

Please file these articles accordingly and return a certified copy in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,



ROBERT M. DONLON

RMD:dta
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VOICES THAT INSPIRE, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

VOICES THAT INSPIRE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be:

2162 Radnor Road
Juno Isles, FL 33408

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Sales and marketing of inspirational goods; and

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TALLAHASSEE, FLORIDA

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its shareholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within sixty (60) days of the Corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such sixty

(60) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

ARTICLE VI

REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws of the Corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

Aaron Gookasian

ADDRESS

2162 Radnor Road
Juno Isles, Florida 33408

ARTICLE IX

DESIGNATION OF REGISTERED OFFICE AND AGENT

That, **VOICES THAT INSPIRE, INC.**, desiring to organize under the laws of the State of Florida, has designated its initial registered office as 4440 PGA Boulevard, Suite 307, Palm Beach Gardens, Palm Beach County, Florida 33410 and has named **ROBERT M. DONLON** as its initial Registered Agent who is located at such address.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

NAME

Robert M. Donlon

ADDRESS

4440 PGA Boulevard, Suite 307
Palm Beach Gardens, Florida 33410

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII

EFFECTIVE DATE OF ARTICLES

The Articles of Incorporation shall be effective as of January 8, 2002, in accordance with Florida Statute §607.0203.

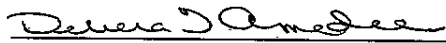
IN WITNESS WHEREOF, I have set forth my hand and seal this 7th day of January, 2002.

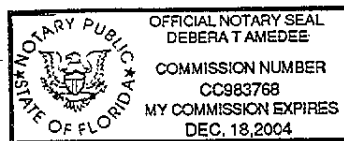

Robert M. Donlon

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Robert M. Donlon, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach Gardens, in said County and State, this 7th day of January, 2002.

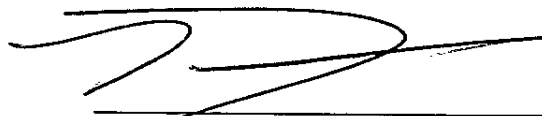

Notary Public, State of Florida
My commission expires: Dec. 18, 2004



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **VOICES THAT INSPIRE, INC.**, at the place designated in ARTICLE IX of these Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.


ROBERT M. DONLON
Registered Agent