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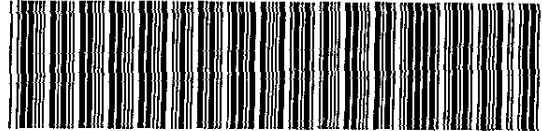
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS/2/2/03

JOHN P. MELLOR  
Basedow, Inc.  
265 S. Tamiami Trail  
Nokomis, Florida 34275  
214-497-0151

November 12, 2003

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

RE: Proposed Incorporation of Basedow, Inc. - Transmittal Letter

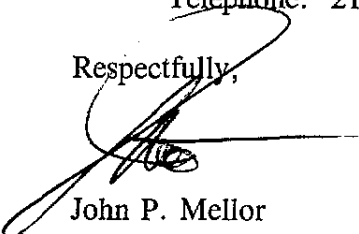
Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Basedow, Inc. and a check for \$87.50.

From: John P. Mellor  
Basedow, Inc.  
265 S. Tamiami Trail  
Nokomis, Florida 34275

Telephone: 214-497-0151

Respectfully,



John P. Mellor

BASEDOW, INC.

ARTICLES OF INCORPORATION

Article I

The name of this not for profit corporation is Basedow, Inc.

Article II

The principal place of business and mailing address of the not for profit corporation is 265 S. Tamiami Trail, Nokomis, Florida 34275.

Article III

The specific purpose or purposes for which this not for profit corporation is organized is to carry out the doctrines and principles of Johann Bernhard Basedow. Basedow was an eighteenth century theologian and educator who preached and advocated that for this to be a better world, people must drop their prejudices and biasnesses and always without compromise do what is in the best interest for the world without any regard for the person's race, creed, color, or religious belief. To be more specific Basedow, Inc. has acquired some coin operated machines for the purpose of earning funds and distributing the net income to churches, synagogues, temples, and any other type of religious organizations. All the net income after operation costs will be distributed to various religious organizations. Basedow, Inc. will not solicit any donations but advise donors, if asked, provide a list of religious donees. The objective of Basedow, Inc. is to help to lead mankind by mainly, religious, philanthropic, charitable, benevolent, generous and human acts regardless of any persons race, creed or color and to especially minister to the religious needs of unfortunate men and women. Basedow taught that the WORLD needs to be ONE. A brief biographical sketch of Johann Bernhard Basedow is attached.

Article IV

The initial directors were appointed by the incorporator, John P. Mellor and they are:

John P. Mellor, 265 S. Tamiami Trail, Nokomis, Florida 34275  
Linda P. Jolley, 265 S. Tamiami, Nokomis, Florida 34275  
David E. Schindler, P.O. Box 570400, Dallas, Texas 75357  
Edward W. Plodzick, 3122 Honey Tree Lane, Austin, Texas 78746

Article V

The number of directors henceforth will never be less than four but the number could be increased up to twenty-one. All future directors will be elected by the then remaining directors.

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Article VI

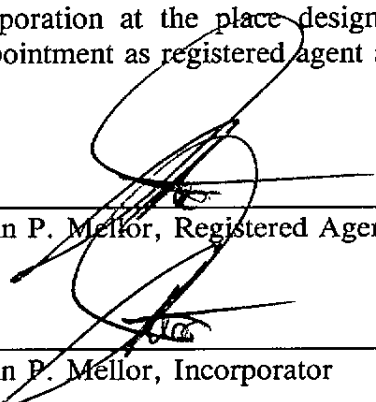
The name and Florida street address of the initial Registered Agent is John P. Mellor, 265 S. Tamiami Trail, Nokomis, Florida 34275

Article VII

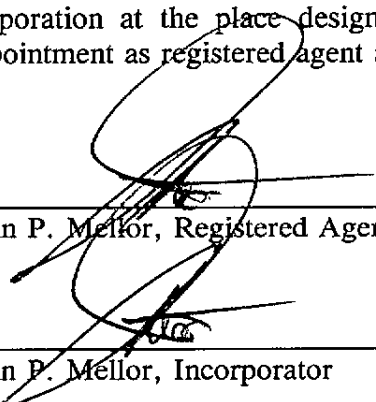
The name and address of the incorporator is John P. Mellor, 265 S. Tamiami Trail, Nokomis, Florida 34275.

The effective date of this incorporation will be upon the date of the filing.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and incorporator and agree to act in these capacities.

  
\_\_\_\_\_  
John P. Mellor, Registered Agent

11-16-03  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
John P. Mellor, Incorporator

11-16-03  
\_\_\_\_\_  
Date

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