

(SAMPLE LETTER OF TRANSMITTAL)

P96000007/21

Date January 13, 1996

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

300001691818
-01/18/96--01054--010
****122.50 ****122.50

Re: People Helping People International
(name of corporation), Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

William G. Andrews
(individual's name)
William G. Andrews

FILED
6 JAN 18 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

People Helping People International, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1712 Gulfstream Ave., #A		
Ft. Pierce, FL. 34949		
PHONE		
(407)	466-1638	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

People Helping People International, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

People Helping People International, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	People Helping People International, Inc.		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	FLORIDA	ZIP 34949

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Michael A. Durette		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	FLORIDA	ZIP 34949

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	William G. Andrews		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	STATE Florida	ZIP 34949
NAME	Michael A. Durette		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	STATE Florida	ZIP 34949
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED
JAN 18 PM 1991
STATE OF FLORIDA
TREASURY

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	William G. Andrews		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	STATE	Florida ZIP 34949
NAME	Michael A. Durette		
ADDRESS	1712 Gulfstream Ave., #A		
CITY	Ft. Pierce	STATE	Florida ZIP 34949
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16 day of JANUARY, 19 96.

William G. Andrews (Seal)
Michael A. Durette (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF St. Lucie) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>Michael A. Durette</u> Signature	<u>Driver Lic</u> Form of Identification
<u>William G. Andrews</u> Signature	<u>Driver Lic</u> Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named persons, as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL
 OFFICIAL NOTARY SEAL
 JAMES D REVELLE
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC215139
 MY COMMISSION EXP. AUG. 31, 1996

Witness my hand and official seal in the County and State last aforesaid this 16 day of JANUARY 19 96

James D. Revell
 Notary Signature
James D. Revelle
 Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

People Helping People International, Inc.

(name of corporation)

FILED
96 JAN 18 PM 4:21
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1712 Gulfstream Ave., #A

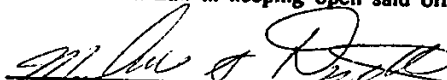
Ft. Pierce, FL. 34949

has named Michael A. Durette

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)
Michael A. Durette