

Matthew W. Burns, Attorney

Post Office Box 1226
Destin, Florida 32540

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N00000007778

November 21, 2000

Division of Corporations
409 East Gaines
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

ATTN: Bobbie Cox

Re: Filing of Articles Of Incorporation
for S.A.A.B. For Kids, Incorporated.

Dear Ms. Cox:

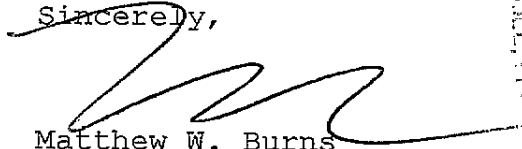
Please find enclosed the Articles of Incorporation of
S.A.A.B. For Kids, Incorporated with the appropriate corrections
as discussed on November 8, 2000.

You are holding my office check number 3684, in the sum of
\$78.75 to cover the filing fee.

Please return the Articles and Certificate of Incorporation
to this office.

I appreciate your assistance.

Sincerely,



Matthew W. Burns

FILED
00 NOV 22 PM 12: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MWB/mkn
Enclosure

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WC*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S.A.A.B. FOR KIDS, INCORPORATED.

The undersigned, being first sworn, acting as the Incorporators of a Florida corporation not for pursuant to Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation (hereinafter called the association) is S.A.A.B. FOR KIDS, INCORPORATED.

ARTICLE II - NONPROFIT PROVISION

No part of the income or profit of this corporation shall be distributable to and no dividend paid to, its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors or officers, or to other persons, for services rendered, or goods provided, and may confer benefits upon its members in conformity with its purposes.

ARTICLE III - COMMENCEMENT AND TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida, and the corporations's existence shall be perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is :

40 Old Winston Circle
Destin, FL 32541

The mailing address of the corporation is:

P.O. Box 1180
Destin, FL 32540

ARTICLE V - CORPORATE PURPOSE

This corporation is formed for the purpose of assisting and for providing for the needs of abused children and their families by providing transportation, resources, financial assistance, clothing, counseling, and legal referrals, by the corporation members, in accordance with the By-Laws of the corporation. The corporation shall not engage in any activity or adhere to any purpose which shall violate the corporation's eligibility for tax-exempt status under Section 501(c)(4) of the Internal Revenue Code of the United States. The corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the corporation will be financed by donations, and no part of any income or net earnings of the corporation will inure to the benefit of any member.

ARTICLE VI - CORPORATE POWERS

The corporation shall have and exercise any and all powers, rights, and privileges that a corporation not for profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise under the laws of Florida, and such powers shall not be enumerated herein.

ARTICLE VII - REGISTERED AGENT

The street address of the corporation's initial registered agent is:

40 Old Winston Circle
Destin, FL 32541

The name of the corporation's initial registered agent at that address is EARL J. DUPUIS. The written acceptance of this appointment signed by the said registered agent is appended below to these Articles of Incorporation.

ARTICLE VIII - ORGANIZATIONAL MEETING

The Organizational Meeting of the corporation shall be held on the call of the Incorporator, EARL J. DUPUIS. At such meeting the Incorporator shall elect the Initial Board of Directors, who shall complete the organization of the corporation.

ARTICLE IX - BY-LAWS

The corporation shall adopt By-laws for the regulation and management of its affairs, and from time to time may alter, repeal, amend or restate the By-laws, or adopt new By-Laws.

a. The initial By-laws shall be adopted at the Organizational Meeting of the corporation by majority vote of the initial Board of Directors. Thereafter, the power to alter, amend, repeal, restate By-laws, or to adopt new Bylaws for this corporation shall vest in the Board of Directors, unless otherwise provided in an amendment to these Articles of Incorporation or in the By-laws themselves.

b. Any provision which these Articles state shall be set forth in the By-Laws, may in the alternative, be set forth in an Amendment to these Articles of Incorporation. Any provision of these Articles of Incorporation or of any Amendment to these Articles of Incorporation shall take precedence over and supersede to any contrary or inconsistent provision of the By-Laws.

ARTICLE X - MEMBERS

The corporation shall have one or more classes of members. Members are not entitled to vote in the affairs of the corporation except as provided in the Articles of Incorporation or the By-laws. The designation of each class of members and the qualifications and rights of each such class, and the manner of termination of membership in the corporation, shall be as provided in the By-Laws. The corporation shall issue no shares of stock or stock certificates. The corporation may, if so provided in the By-Laws, issue membership certificates in the manner and form provided by the By-Laws, but shall not distribute dividends

or income to members in connection with such certificates, or otherwise and such distribution is prohibited.

ARTICLE XI - BOARD OF DIRECTORS

The management of the affairs of the corporation and the authority to direct the exercise of corporate powers is vested in the Board of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation.

a. The Initial Board of Directors shall consist of no less than three (3) Directors who shall be elected by majority of votes of the Incorporators at the Organizational Meeting. The term of office of the Initial Board of Directors shall be as stated in the By-laws.

b. After adoption of the Initial By-Laws, Directors shall be elected or appointed in the manner and for the term provided in the By-Laws.

c. The number of Directors constituting the Board of Directors subsequent to the Initial Board of Directors shall be specified in the By Laws, and the number of Directors may be increased or decreased from time to time in the manner provided in the By-Laws, provided, however, that the corporation must never have fewer than three (3) Directors.

d. Directors must be natural persons who are 18 years of age or older. The additional qualification for Directors shall be stated in the By-Laws.

e. The procedure for the removal of Directors shall be provided in the By-Laws.

f. Any vacancy on the Board of Directors shall be filled in the manner prescribed by F.S. 617.0809.

g. Directors shall not receive monetary compensation for service on the Board of Directors, except as provided in the By-Laws.

ARTICLE XII - MEETINGS OF DIRECTORS

Meeting of the Board of Directors shall be held and conducted in the manner prescribed in F.S. 617.0820. Action may be taken by Directors without a meeting as prescribed in F.S. 617.0821. Notice as prescribed in the By-Laws shall be given for all meetings of the Board of Directors. The presence of a quorum at any meeting of the Board of Directors shall be determined pursuant to F.S. 617.0824. No action other than adjournment may be taken at any meeting of the Board of Directors unless a quorum is present.

ARTICLE XIII - COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, designate Committees as prescribed in F.S.617.0825; all such Committees shall operate in compliance within that statute.

Article XIII - Officers

The initial officers of the corporation and the names of the persons initially holding office are set forth below:

President	Earl J. Dupuis	40 Old Winston Circle Destin, FL 32541
Vice-President	Beverly Earnest	P.O. Box 771. Destin, FL 32540
Secretary/ Treasurer	Randall J. Dupuis	40 Old Winston Circle Destin, FL 32541

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the adoption of By-laws, corporate offices may be created, abolished, or merges, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

ARTICLE XIV - OFFICERS

The Corporation shall have the officers described in the Bylaws, who shall be elected or appointed at such time and for such terms as is provided in the Bylaws. Each officer shall perform the duties and shall receive compensation as set forth in the Bylaws. The Corporation shall not enter into any contract conferring on any officer an expressed or implied right to hold or perform any office. This provision does not preclude the corporation from entering into employment contracts with officers for employment in other capacities.

ARTICLE XV - INCORPORATORS

The name and address of the Incorporator of the Corporation signing these Articles of Incorporation is:

Earl J. Dupuis
40 Old Winston Circle
Destin, FL 32541

the Incorporator's signature appears below.

ARTICLE XVI - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment to the Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

(a) An amendment adapted in the above manner may prescribe additional, different or alternative methods for amending these Articles of Incorporation, or may impose additional requirements on the above method for adopting amendments.

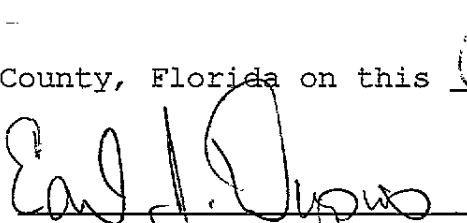
(b) No amendment to these Articles of Incorporation shall be effective if such amendment results in this corporation being ineligible for recognition as a tax exempt organization under provision of Section 501(c)(4), Internal revenue Code, unless the amendment expressly states that it is intended to so effect the corporation's eligibility such recognition.

ARTICLE XVI - DISSOLUTION

On dissolution, the assets of the association shall be distributed to an appropriate public agency or charitable organization which is tax-exempt under provisions of Section 501(c), Internal revenue Code, to be used for purposes similar to

those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.


EXECUTED at Destin, Okaloosa County, Florida on this 6th day of October, A.D. 2000.

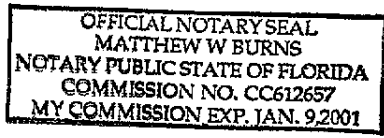

EARL J. DUPUIS
40 Old Winston Circle
Destin, FL 32541
Incorporator

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared EARL J. DUPUIS, who produced FL DL 8120-210-5A-2150 as identification or who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

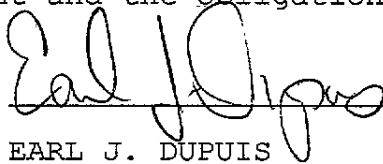
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 6th day of October 2000.


Name: Matthew W. Burns
Notary Public
My commission expires: Jan. 9, 2001



Acceptance of Appointment as Registered Agent

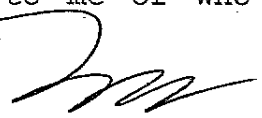
The undersigned, pursuant to F.S. 617.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.



EARL J. DUPUIS
40 Old Winston Circle
Destin, FL 32541
Registered Agent

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

SWORN TO AND SUBSCRIBED before me this 6th day of October, 2000, by EARL J. DUPUIS, who is known to me or who presented FL 812-2059-2100 as identification.


Name: Matthew W. Burns
Notary Public
My Commission Expires: January 9, 2001

OFFICIAL NOTARY SEAL
MATTHEW W BURNS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC612657
MY COMMISSION EXP. JAN. 9, 2001

FILED
00 NOV 22 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FL 32399