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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: FOUNDATIONS HUMANITY, INC

600003081246--9
-12/28/99--01004--024
****122.50 ****78.75

Enclosed is an original and one copy of the Articles of Incorporation and a money order/check for \$122.50

FROM: Deborah Davis
7190 Port Marnock
Miami, Florida 33015

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F. CHESTNUT JAN 4 1999

**ARTICLES OF INCORPORATION OF
FOUNDATIONS HUMANITY, INC.**

The undersigned, acting as incorporator of a Florida not for profit corporation pursuant to Chapter, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of this corporation is Foundations Humanity, Inc. a Florida not for profit corporation. Its initial office shall be at ~~7190 Port Marnock~~ Miami, Florida 33015

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ARTICLE II

Term

This corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Deborah Davis, P.O. Box 4254, Miami, Florida 33101.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are educational exclusively charitable and within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or given Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501 (c) (3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections shall of any prior or future Internal Revenue Code, or to be Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled and this affairs conducted by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the by-laws but shall never be less than three(3). The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall he held. The method of selection of Directors is stated in the by-laws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and unity the qualification of the successors in office. Annual meetings be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate form time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and by-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

NAME	ADDRESS
Phillip Davis	P.O. Box 6912 Miami, Florida 33101
Deborah Davis	7190 Port Marnock Miami, Florida 33015
Beverly Blue	P.O. Box 5641 Miami, Florida 33015

b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the by-laws of this corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

By-Laws

The Board of Directors of this corporation may provide such by-laws for the conduct of business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time.

Upon notice properly, the by-laws may be amended, altered or rescinded by majority vote of the Directors present at any regular 617 or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is Deborah Davis, 7190 Port Marnock Miami, Florida 33015.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on the 24th day of December, 1999 for the purpose of forming this not for profit Corporation under the laws of the State of Florida.



DEBORAH DAVIS

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 24th DAY OF December, 1999.

Deborah Davis
DEBORAH DAVIS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA) _____
) SS:
COUNTY OF DADE) _____

I HEREBY CERTIFY that on this _____ day of _____ 1999, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Deborah Davis acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of Foundations Humanity, Inc., for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.

Notary Public, State of Florida

(SEAL)

My commission expires: