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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Boca Helping Hands Inc
(Corporation Name) (Document #)

2. _____
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3. _____
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4. _____
(Corporation Name) (Document #)

00 MAY 18 PM 1:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

00 MAY 18 AM 11:59
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 18 2000

Examiner's Initials

ARTICLES OF INCORPORATION

OF

BOCA HELPING HANDS, INC.

A Florida Not-For-Profit Corporation

FILED
00 MAY 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is BOCA HELPING HANDS, INC. The principal address and office of the Corporation is c/o Shutts & Bowen LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is an interfaith effort to help the hungry and poor.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

David A. Gart, Esq.
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o Shutts & Bowen, LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation is David A. Gart, Esquire located at the address of the registered office.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. The business and affairs of the Corporation shall be managed by a Board of Directors.
- B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, are as follows:

NAMES

ADDRESSES

Rose Marie Arnold

6714 Canary Palm Circle
Boca Raton, Florida 33433

Carolyn Jones

22339 Greentree Circle
Boca Raton, Florida 33433

Martin Levison	3088 N.W. 26 th Court Boca Raton, FL 33434
William F. Cassidy	10 Camino Real East Boca Raton, FL 33432
Jacqueline M. Friskits	866 S.W. 9 th Circle, #104 Boca Raton, FL 33486
John Sorrelli	34-20 S. Ocean Blvd., #6W Highland Beach, FL 33487-2552
Vicki Corcoran	2680 N.W. 41 st Street Boca Raton, FL 33433

C. The number of Directors of this Corporation shall not be less than three (3) nor more than fifteen (15). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. Directors shall be elected, removed and hold office as provided in the Bylaws.

E. The Board of Directors shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

ARTICLE X - DISTRIBUTION OF ASSETS

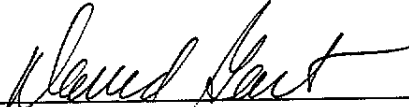
Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding

provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the board of directors then in office. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17 day of May, 2000.



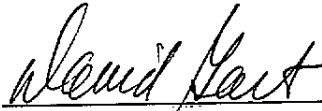
David A. Gart
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Section 608.0501, the following is submitted:

BOCA HELPING HANDS, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated Shutts & Bowen, LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401 as its initial registered office and has named David A. Gart, Esquire, located at said address as its initial registered agent.

DATED THIS 17 DAY OF MAY, 2000.



David A. Gart
Incorporator

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 17 DAY OF MAY, 2000.



David A. Gart, Registered Agent

WPBDOCS 7015931.1 CAB

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TALLAHASSEE, FLORIDA