

N03000000727

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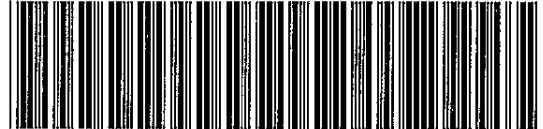
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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

- 1. S.O.L. (Corporation Name) CHILDREN'S FOUNDATIC (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 27, 2003

LAZARUS CORPORATE FILING SERVICE

SUBJECT: S.O.L. (SAVE OUR LIVES) CHILDREN'S FOUNDATION, INC.
Ref. Number: W03000002392

We have received your document for S.O.L. (SAVE OUR LIVES) CHILDREN'S FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 603A00005048

ARTICLES OF INCORPORATION

FOR

S.O.L. CHILDREN'S FOUNDATION, Inc., a not for profit corporation

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

S.O.L. CHILDREN'S FOUNDATION, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

LOURDES RUIZ-TOLEDO
1541 Brickell Avenue
TH# 110
Miami, Florida 33129

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

The corporation is organized for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To provide information about adoption to the public and to provide assistance to various existing orphanages.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Initial Directors will be :

LOURDES RUIZ TOLEDO
1541 Brickell Avenue
TH#110
Miami, Florida 33129

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ANA M. VELIZ
999 Ponce de Leon Boulevard
PH 1120
Coral Gables, Florida 33134

ELENA SHABBA
151 SE 15 Road
Unit# 1402
Miami, Florida 33139

Other directors will be elected in accordance with the by laws.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

Not limited.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

ANA M. VELIZ, ESQUIRE
Penthouse 1120
999 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VII INCORPORATORS

The name and street addresses of the incorporator for these Articles of Incorporation is:

LOURDES RUIZ TOLEDO
1541 Brickell Avenue
TH #110
Miami, Florida 33129

ARTICLE VIII LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and


empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth in Article III hereof.

ARTICLE IX DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Undersigned Incorporators have executed these Articles of Incorporation this 24th day of January, 2003.

Signature(s) of the Incorporator(s)


Lourdes Ruiz Toledo

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


S. O. L. CHILDREN'S FOUNDATION, Inc., a not for profit corporation

2. The name and address of the registered agent and office is:

Ana M. Veliz, P.A.
Penthouse 1120
999 Ponce de Leon Boulevard
Coral Gables, Florida 33134

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Ana M. Veliz, Esq.

DATE January 24, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA