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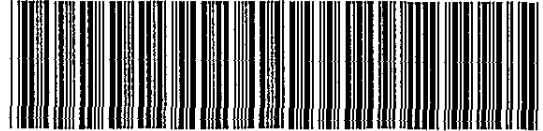
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: American Safe Kids Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rachael Bender
Name (Printed or typed)

319 NE 19th Ave
Address

Pompano Beach, FL 33060
City, State & Zip

954-530-6719
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION:

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Not For Profit Corporation laws of the State Of Florida, do hereby certify:

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FIRST: The name of the Corporation shall be **American Safe Kids Foundation, Inc.**

SECOND: The place in this state where the principal office of the Corporation is to be located, and its mailing address, is: 319 N.E. 19th Avenue, City of Pompano Beach, Broward County, Florida 33060

THIRD: Said corporation is organized exclusively for charitable purposes and will be operated exclusively for the charitable purpose of combating Child Abuse and providing Child Abuse Services in regard to abused children and parental/caregivers, providing remedial services to already abused children (including both medical and psychological services), and providing remedial and psychological assistance to parental/caregivers who have been found to abuse children – so as to avoid future repetitions of Child Abuse, within the meaning of section 501(c)(3) of the Internal Revenue Code.

FORTH: The names and addresses of the persons who are the initial trustees and directors of the corporation are as follows. [The manner in which directors beyond the initial directors/trustees as named in Article FOURTH of this document are to be elected and/or appointed shall be contained within the Bylaws of the Corporation, and Article NINTH of this document].

NAME	ADDRESS	TITLE
<u>Rachael Bender</u>	319 NE 19 th Ave., Pompano Beach, FL 33060	<u>President</u>
<u>Joseph Ryan, Jr.</u>	18671 Collins Ave., Ste. 504, Sunny Isles Bch, FL 33160	<u>Secy./Treas.</u>
<u>Michael A. Glick</u>	c/o Oppenheim & Oppenheim Associates 19655 E Country Club Dr, Ste. 106, Aventura, FL 33180	<u>Exec. Mgr. Dir.</u>

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 charitable purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other wise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and 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 carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or the corresponding section of any future federal tax code.

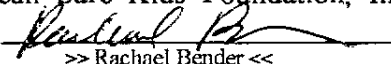
SIXTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local 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.

SEVENTH: As a Private Charitable Foundation under the rules and terms of section 501(c)(3) of the Internal Revenue Code:

- (a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

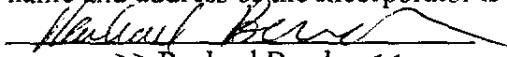
EIGHTH: This incorporated Florida Not For Profit Corporation shall conform to the Florida Statutes Chapter 617 in all regards required by said statutes. Any article, sub-statute or portion of any said statute or article that is not specifically itemized within these Articles Of Organization, shall be herein incorporated into this document, as if written within this document. This document takes precedence and supercedes Florida Statues Chapter 617 if any conflict exists, to the extent that such writing is a valid alternative to anything otherwise written within Florida Statutes Chapter 617.

NINTH: To be in conformity with Florida Statutes Chapter 617, and/or as additional provisions within these Articles of Incorporation, the following is detailed:

- (a) The manner in which directors (beyond the initial directors/trustees as named in Article FOURTH of this document) are to be elected and/or appointed shall be contained within the Bylaws of the corporation.
- (b) The corporation's initial registered agent shall be Rachael Bender and their address is 319 NE 19th Ave., Pompano Beach, FL 3360, and said registered agent, by the signature below, accepts appointment as the registered agent for the American Safe Kids Foundation, Inc., a Not For Profit Florida Corporation. 
>> Rachael Bender <<
- (c) The internal and external affairs of the corporation shall be directed exclusively by the corporation's Executive Managing Director (as named in article FOURTH above, with and/or without the advise of other officers, trustees and/or directors, for an initial period of twenty-four (24) months from the date of incorporation. The purpose of this sub-section is to insure a continuous and smooth flow of the organization to meet the Foundation's stated goals as represented in Article THIRD of this document. At such time as the Board of Directors, as elected or appointed herein or within the Bylaws reaches seven (7) or more members, said Board of Directors by a Three-Quarters majority vote may rescind and/or alter the terms and authority of the Executive Managing Director during the initial Twenty-Four month period, and thereafter the Board of Directors may rescind and/or alter the Executive Managing Director's terms and authority by a Two-Thirds majority vote of all the Board of Directors.
- (d) The Executive Managing Director may be an individual as named in Article FOURTH, or may be an individual as named in Article FOURTH who is a member of a business entity which engages in management/consulting services. If the individual who is retained by this Foundation is a member of a business engaged in management/consulting services, and so elects, then any remuneration or compensation shall be made to the Executive Managing Director's firm, and such firm shall be fully responsible for any and all Federal, State, FICA, and/or Local taxes or other costs associated with said Executive Managing Director.
- (e) The Executive Managing Director shall be a compensated position, with compensation set by the Board of Directors. Initial compensation shall be set at Five-Hundred Dollars (\$500.00) per month, subject to the Foundation's ability to secure sufficient contributions to make said payments. Any compensation not paid by the Foundation due to insufficient funds, shall not be carried forward, though the Board of Directors may, at its discretion, re-evaluate benefits which it feels should be conferred on the Executive Managing Director.
- (f) As a provision of these Articles of Incorporation, the Executive Managing Director shall by virtue of the position, be a member of the Board of Directors, and shall serve at the pleasure of the Board of Directors as the Managing Executive Director, subject to point (c) of this Article.

- (g) Trustees and/or other Members of the Board of Directors (excepted as detailed in point 'e' of this Article) shall not be compensated for their good works, though any out-of-pocket expenses may be compensated at the Board of Directors discretion.
- (h) The manner of termination of membership in the corporation shall initially be at the discretion of the Executive Managing Director as described above in point (c) of this Article, excepting that the initial directors and/or trustees so named in Article FOURTH above (exclusive of the Executive Managing Director), shall only be removable by a simple majority vote of the full Board of Directors so named in Article FOURTH for the initial Twenty-Four month period from the date of incorporation, and thereafter, at the pleasure of a Two-Thirds majority vote of the Board of Directors.
- (i) Membership in the corporation shall not be transferable from a current member to any other individual or entity, and all membership is at the pleasure of the Executive Managing Director under point (c) of this Article, and thereafter resides in the Board of Directors.
- (j) The corporation shall have various types and levels of individual and corporate type 'sponsors' (who may also be called 'Honorary Trustees'), who shall not have any voting rights within the corporation. Sponsorships will be transferable to survivor individuals and/or companies associated with the original sponsor, subject to confirmation by the Board of Directors.
- (k) Any provision set forth in these Articles of Incorporation need not be set forth in the Bylaws, and if any provision of the Bylaws is in conflict with these Articles of Incorporation, then these Articles of Incorporation shall take precedence and prevail over any of the Bylaws.

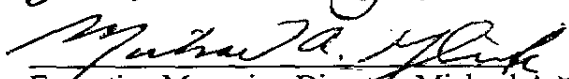
TENTH: The name and address of the Incorporator is as follows:


 >> Rachael Bender <<
 319 NE 19th Ave., Pompano Beach, FL 33060

IN WITNESS WHEREOF, we have hereunto subscribed our names this 29th day of March 2003.


 President, Rachael Bender


 Secretary / Treasurer, Joseph Ryan, Jr.


 Executive Managing Director, Michael A. Glick