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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

WOFT FOUNDATION, INC.

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**ARTICLES OF MERGER
(Plan of Merger Attached)**

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TALLAHASSEE, FLORIDA
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of

G FOUNDATION CORPORATION, a Florida not-for-profit corporation

with and into

WOFT FOUNDATION, INC., a Florida not-for-profit corporation

Pursuant to the applicable provisions of Sections 617.1101-617.1107 of the Florida Not For Profit Corporation Act ("Florida Act"), each of G Foundation Corporation, a Florida not-for-profit corporation (the "Merging Corporation") and pursuant to the applicable provisions of Sections 617.1101-617.1107 of the Florida Act, WOFT Foundation, Inc., a Florida not-for-profit corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. G Foundation Corporation, 1600 S. Federal Highway, Suite 915, Pompano Beach, FL 33062; FEI Number: 65-1062328; Florida Document Number: N00000008508.
2. WOFT Foundation, Inc., 1600 S. Federal Highway, Suite 915, Pompano Beach, FL 33062; FEI Number: 20-1897544; Florida Document Number: N04000010233.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 617.1105 of the Florida Act, and (ii) the Surviving Corporation in accordance with Section 617.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. As there are no members of the Merging Corporation, the Plan was (i) recommended and unanimously approved by the Board of Trustees of the Merging Corporation on June 1, 2005, and (ii) recommended by the Board of Directors, and approved and adopted by the sole member of the Surviving Corporation on June 1, 2005.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 1600 S. Federal Highway, Suite 915, Pompano Beach, FL 33062.

Prepared by: Tunya L. Bower, Esq.
FL Bar No. 0093378
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale FL 33302
(954) 525-7500

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- 7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
- 8. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.
- 9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 30th day of June, 2005 by each of their duly authorized representatives.

G FOUNDATION CORPORATION, as the Merging Corporation

By: *Fredrick Warten*
Name: Fredrick Warten
Title: Trustee

WOFT FOUNDATION, INC., as the Surviving Corporation

By: *Fredrick Warten*
Name: Fredrick Warten
Title: Director

EXHIBIT "A"

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Plan of Merger

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PLAN OF MERGER

This Plan of Merger (the "Plan"), having been approved and adopted on June 1, 2005 by G Foundation Corporation, a Florida not-for-profit corporation (the "Merging Corporation") in accordance with the applicable provisions of Sections 617.1101-617.1107 of the Florida Act (as such term is described in the Articles of Merger), and on June 1, 2005 by WOFT Foundation, Inc., a Florida not-for-profit corporation (the "Surviving Corporation"), in accordance with the applicable provisions of Sections 617.1101-617.1107 of the Florida Act, pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Boards of Trustees and Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and the sole member of the Surviving Corporation, that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 29th day of October, 2004 and shall be the surviving corporation in the Merger. A copy of the Surviving Corporation's Articles of Incorporation is attached hereto as Exhibit "A".

C. The Merging Corporation was incorporated in the State of Florida on the 27th day of December, 2000 under the name G Foundation Corporation and shall be the merging corporation in the Merger.

ARTICLE I
The Merger

At the Effective Time (as defined in Article II(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Florida Act, and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

D. At the Effective Time, the Articles of Incorporation and the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

E. At the Effective Time, the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation until their successors are duly elected and have qualified.

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ARTICLE II.
Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

ARTICLE III.
Miscellaneous

A. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 1600 S. Federal Highway, Suite 915, Pompano Beach, FL 33062.

B. The Articles of Incorporation of the Surviving Corporation shall, at the Effective Time of the Merger, be amended as follows:

Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I
NAME

Section 1.1. The name of this corporation is **G FOUNDATION CORPORATION** (the "Corporation").

The foregoing amendment was approved by a Joint Consent Action of the Board of Directors and the sole member of the corporation dated June 1, 2005. The number of votes cast by the sole member in favor of the foregoing amendment was sufficient to approve the foregoing amendment. A Consent to Use of Name issued by the Merging Corporation is attached hereto as Exhibit "B".

C. A copy of the Plan will be furnished by the Surviving Corporation, upon written request and without cost, to any director, trustee or member of either corporation that is a party to the Merger.

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EXHIBIT "A"

Articles of Incorporation of the Surviving Corporation

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WOFT FOUNDATION, INC.

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is WOFT FOUNDATION, INC., (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended. The initial purpose of the Corporation is to foster values of gay society through education, the arts, health and other lifestyle based issues including AIDS awareness and other such support programs.

Prepared By:

Tanya L. Ewer, Esq.
Fl. Bar No. 0021378
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(954) 573-7500

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Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director 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); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(a) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. 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.

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Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

**ARTICLE V
MEMBERS**

Section 5.1. This Corporation shall have only one member, who shall be Fredrick Warten (the "Member").

**ARTICLE VI
DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1. Approval of grants, charitable gifts, transfers, and distributions by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.
- 6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

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Section 5.2. The initial Board of Directors shall consist of the following members appointed by the Member in accordance with this Section and the Bylaws:

Name	Address
Thomas Olson	1600 South Federal Highway, Ste. 915 Pompano Beach, FL 33062
Fredrick Warten	1600 South Federal Highway, Ste. 915 Pompano Beach, FL 33062
Kenneth D. Gonyo	1600 South Federal Highway, Ste. 915 Pompano Beach, FL 33062

The Board of Directors shall be appointed by the Member according the procedures set forth in the Bylaws. The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event there shall never be less than three (3) members on the Board of Directors.

**ARTICLE VII
ADDRESS**

Section 7.1. The street address and mailing address of the principal office of this corporation in the State of Florida is:

1600 South Federal Highway
Suite 915
Pompano Beach, FL 33062

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

**ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

Name	Address
Tanya L. Bower, Esq.	c/o Tripp Scott, P.A. 110 S.E. 6 th Street, 15 th Floor Fort Lauderdale, FL 33301

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**ARTICLE IX
AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name	Address
Tanya L. Bower, Esq.	110 S.E. 6 th Street, 15 th Floor Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 2004.

INCORPORATOR:


Tanya L. Bower

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

WOFT Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 1600 South Federal Highway, Suite 915, Pompano Beach, FL 33062, appoints Tanya L. Bower, Esq., of Tripp Scott, P.A., 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, FL 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:


Tanya L. Bower

Date: October 27, 2004

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EXHIBIT "B"

Consent to Use of Name


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CONSENT TO USE OF NAME

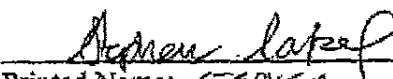
Upon the filing of the Articles of Merger of G FOUNDATION CORPORATION, a Florida not-for-profit corporation, with and into WOFT FOUNDATION, INC., a Florida not-for-profit corporation, I Fredrick Warten, a Trustee of G FOUNDATION CORPORATION, consent to allow the name G FOUNDATION CORPORATION to be used by WOFT FOUNDATION, INC., which will change its name to G FOUNDATION CORPORATION, for use as a domestic not-for-profit corporation in Florida.

Dated: June 1, 2005

By: 
Name: Fredrick Warten
Title: Trustee

In the presence of:


Printed Name: HUGO CARRERO


Printed Name: STEPHEN C. CAREY