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The Law Offices of
Debra P. Rochlin, P.A.

900 South Andrews Avenue- Ft. Lauderdale, Florida 33316

Phone 954-832-9009

July 13, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Clerk:

Please find enclosed TWO (2) copies of the articles of Incorporation for the non-profit corporation, UNITED EARTH FOUNDATION, INC., along with a check for the filing fees. Please process these articles of incorporation and forward a copy to this office. Please find a self-addressed stamped envelope.

Very truly,


Debra R. Rochlin, Esquire
Florida Bar #586625

enclosure

DPR/ad

FILED
98 JUL 20 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER JUL 22 1998

ARTICLES OF INCORPORATION
OF
UNITED EARTH FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS

*We the undersigned, with other persons
desiring to form a Non-Profit Corporation for the purpose hereinafter stated
under the Non-Profit Law of the Florida Statutes do hereby declare as follows:*

- I. The name of the Corporation shall be **UNITED EARTH FOUNDATION, INC.**
- II. The places in this state where the principal office of the Corporation is to be located in the City of Pembroke Pines, County of Broward.

III. This Corporation is organized exclusively for bringing people together in the spirit of universal love and truth to celebrate, including, but not limited to organizations that qualify as exempt organizations exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue code).

IV. That the trustees and/or directors of the corporation shall be elected through an annual meeting of members, or as provided by the By-Laws of the Corporation. The names and address of the persons who shall act as the initial trustees and/or board of directors of the corporation are as follows:

Eileen Smith	2072 North University Drive Pembroke Pines, Florida 33024
Ethel Cerullo	2072 North University Drive Pembroke Pines, Florida 33024
Dennis Smith	2072 North University Drive Pembroke Pines, Florida 33024

V. No part of the net earnings of the corporation shall insure 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 purposes set forth in Article II 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 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.

IV. Upon the dissolution of the corporation, assets shall be distributed for on 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

V. This Corporation shall have a perpetual existence commencing upon the filing of these Articles.

VI. The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

DEBRA P. ROCHLIN

900 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
(954) 832-9009

The Board of trustees from time to time may move the Registered Office to any other address in the State of Florida.

VII. The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Eileen Smith

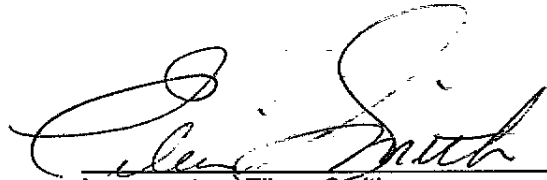
2072 North University Drive

Pembroke Pines, Florida 33024

VIII. The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved and adopted by a majority of those citizens entitled to vote, unless all of the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IX. The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation as dated.


Incorporator Eileen Smith
DATED 7/1/98

STATE OF FLORIDA }
COUNTY OF BROWARD }

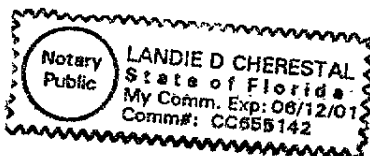
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Eileen Smith who presented a valid Florida Driver's Licence # _____ and who acknowledged they did take an oath and executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid.


Notary Public

{ SEAL }

Dated: 7-7-98



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

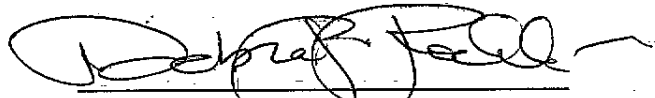
In compliance with §48.091, of the Florida Statutes, the following is submitted that **UNITED EARTH FOUNDATION, INC.**, desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the Articles of Incorporation at: 2072 NORTH UNIVERSITY DRIVE, PEMBROKE PINES, FLORIDA 33024.

has named **DEBRA P. ROCHLIN**, whose address is:

900 SOUTH ANDREWS AVENUE, FORT LAUDERDALE, FLORIDA 33316, County of Broward, State of Florida, 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 a place designated in this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of the Florida Law.


Registered Agent - **DEBRA P. ROCHLIN**

These Articles of Incorporation were Prepared By:
Debra P. Rochlin, Esq.
Law Offices of Debra P. Rochlin & Associates, P.A.
900 South Andrews Avenue
Fort Lauderdale, Florida 33316
(954) 832-9009

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