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October 12, 1998

SECRETARY OF STATE
Division of Corporations
The Capital
Tallahassee, Florida 32301

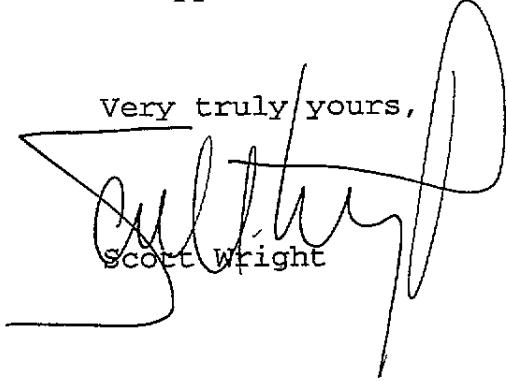
Re: IMMACULATE CONCEPTION FOUNDATION, INC.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for applicable fees.

Your attention to this matter is appreciated.

Very truly yours,


Scott Wright

SW/sv
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of

IMMACULATE CONCEPTION FOUNDATION, INC.
a Florida Not for Profit Corporation

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ARTICLE I

Corporate Name

The name of this corporation is Immaculate Conception Foundation, Inc.

ARTICLE II

Corporate Nature

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

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) Immaculate Conception Foundation serves the orphans following the example of Mother Theresa of Calcutta. It also serves to the spiritual needs of the community in general through retreats, prayer groups, counseling, etc. as the needs may arise, using the tools available to us in the Catholic Church.

ARTICLE V

Management of Corporate Affairs

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than three (3) and no more than twelve (12) members. The initial number of Directors of the corporation shall be twelve (12). The method of electing Directors shall be as stated in the Bylaws.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state

that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. A. ADALBERTO HENRIQUEZ	503 Delannoy Avenue Cocoa, Florida 32922
B. Felix Espinal	12042 Carolina Woods Ln. Orlando, Florida 32824
C. Juana Hernandez	14124 Lord Barclay Drive Orlando, Florida
D. Nagalis Chadwick	3227 E. Forest Hill Drive Cocoa, Florida 32926
E. Rogelio Manrique	408 E. Ridgewood Street Orlando, Florida 32803
F. Antonio Garcia	435 Douglas Avenue, Ste 1905-E Altamonte Springs, Florida 32714
G. Ricardo Puello	5772 Lynch Drive Marianna, Florida 32446
H. Tony Moreno	7660 Holly Oak Ct. Orlando, Florida 32809
I. Carlos Bedoya	6200 Orange Blossom Trail Orlandi, Florida 32890
J. Margarita Henriquez	503 Delannoy Avenue Cocoa, Florida 32922
K. Henry Bursian	555 Moorngs Drive Merritt Island, Fl 32953
L. Carlos Pereya	2091 Sykes Creek Drive Merritt Isalnd, Florida 32953

ARTICLE VI

Earnings and Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.

(b) 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these articles, this 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.

ARTICLE VII

Distribution of Assets

Upon 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Principal Office

The address of the principal office and the mailing address of the corporation is 503 Delannoy Avenue, Cocoa, Florida 32922.

ARTICLE IX

Incorporator

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
A. A. ADALBERTO HENRIQUEZ	503 Delannoy Avenue Cocoa, Florida 32922

ARTICLE X

Registered Agent and Office

The address of the corporation's registered office shall be 503 Delannoy Avenue, Cocoa, Florida 32922, and the name of its registered agent at said address shall be A. ADALBERTO HENRIQUEZ.

ARTICLE XI

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 6th day of October, 1998

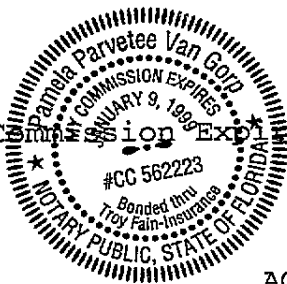

A. ADALBERTO HENRIQUEZ

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared A. ADALBERTO HENRIQUEZ, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: A. Adalberto Henriquez and that an oath was taken. ^{DL} #H562001
540070

Witness my hand and official seal in County and State last aforesaid this 6 day of October, 1998.

My Commission Expires: Jan 9 1999



Pamela P. Van Gorp
Notary Public
State of Florida
Pamela Parvatee Van Gorp
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Immaculate Conception Foundation, Inc., with the registered office at 503 Delannoy Avenue, Cocoa, Florida 32922 hereby consents to and accepts said designation.

A. Adalberto Henriquez
A. ADALBERTO HENRIQUEZ

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared A. ADALBERTO HENRIQUEZ, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: A. Adalberto Henriquez and that an oath was taken. ^{DL} H562 001 54 0070

Witness my hand and official seal in County and State last aforesaid this 6 day of October, 1998.

My Commission Expires: Jan 9, 1999



Pamela P. Van Gorp
Notary Public
State of Florida
Pamela Parvatee Van Gorp
Printed Name of Notary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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