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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: WOMEN OF TOMORROW, INC.
AUDIT NUMBER.....H98000016821
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0 PAGES..... 9
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Secretary of State

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September 10, 1998

EMPIRE

,

SUBJECT: WOMEN OF TOMORROW, INC
REF: W98000020604

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000016821
Letter Number: 698A00045959

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WOMEN OF TOMORROW, INC.
(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: WOMEN OF TOMORROW, INC.

ARTICLE II
PURPOSES

A. This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes, including but limited to exempt purposes described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purpose. Notwithstanding anything contained in this paragraph to the contrary, this corporation shall not operate for religious purposes; provided however, it may be used for charitable activities sponsored by religious organizations which are consistent with the purpose of this corporation. In furtherance of such purposes, it may promote, establish, conduct and maintain

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activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of ever nature or description and wherever situated;

(2) To sell exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the corporation may require, subject to such limitation as may be prescribed by law; and

(3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

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(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift: and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal wheresoever situated either within or without the State of Florida; and

(7) In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code

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of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any Political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts distributed, and obligations of the corporation, shall be used or subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections or any proper

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or future law), or to the federal, state or local government for exclusively public purposes.

G. The corporation will distribute its income 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 tax code.

H. The corporation will not engage in any act of self-dealing as in defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. 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.

J. 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.

K. 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.

ARTICLE III
MEMBERS

Members of this corporation shall be natural persons, at least one (1) of whom

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shall be a citizen of the United States, of Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three (3). The name and post office address of the members of the first Board of Directors who shall serve until their successors are elected are:

Jennifer V. Valoppi

Don Browne

Katherine Fernandez Rundle

ARTICLE VI
ADDRESS OF INCORPORATOR

The address of the incorporator and principal office is:

Jennifer V. Valoppi
c/o WTVJ NBC 6
316 North Miami Avenue
Miami, FL 33128

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ARTICLE VII
NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is:

Jonathan H. Green, Esq.
JONATHAN H. GREEN & ASSOCIATES, P.A.
799 Brickell Plaza, Suite 700
Miami, Florida 33131

ARTICLE VIII
BY-LAWS

The By-laws of this corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded, by a greater than majority vote.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 9th day of September, 1998.

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were subscribed, sworn to and acknowledged before me by the foregoing incorporator, Jennifer V. Velazquez on the 9th day of September, 1998.

Notary Public

Print Name: MATTHEW M. SHEMO JR

My Commission Expires: 11/1/2001

MATTHEW M. SHEMO, JR.
MY COMMISSION # CC 622259
EXPIRES: November 1, 2001
Bonded Thru Notary Public Underwriters

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CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First: That WOMEN OF TOMORROW, INC. desiring to organize under the laws of the State of Florida, with its principal office, at 799 Brickell Plaza, Suite 700, Miami, Florida 33131, has named Jonathan H. Green & Associates, P.A. at the same address as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

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

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TALLAHASSEE FLORIDA

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