

F98000006468
TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: US-Intl Council for Health, Education & Environment, Inc.
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Anton V. Simunac
(Name of Person)

do USIC
(Firm/Company)

125 Pirates Cove
(Address)

Marathon FL 33050
(City, State and Zip Code)

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For further information concerning this matter, please call:

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*****70.00 *****70.00

Anton Simunac at (305) 743-2364
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. US Int'l Council for Health, Education & Environment, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware 3. 65-0868761
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-12-98 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11-16-98
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 125 Pirates Cove
Marathon FL 33050
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:


Anton V. Simunac
(Name)

125 Pirates Cove
(Office address)

Marathon, Florida, 33050
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Prof. Eugene Alexander

Address: 125 Pirates Cove
Marathon, FL 33050

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Anton V. Simunac

Address: 125 Pirate Cove
Marathon, FL 33050

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Prof. Eugene Alexander

Address: 125 Pirates Cove, Marathon, FL 33050

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Anton V. Simunac
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Anton V. Simunac President
(Typed or printed name and capacity of person signing application)

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Certificate of Incorporation of

US International Council For Health, Education, & Environment,
Inc.
a Non-Stock, Non-Profit Corporation

FIRST: The name of this corporation is US International Council For Health, Education, & Environment, Inc.

SECOND: Its registered office is to be located at 1220 N. Market Street, Suite 606, County of New Castle, Wilmington, Delaware. The registered agent in charge thereof is American Incorporators Ltd., whose address is the same as above.

THIRD: The Corporation is hereby organized exclusively for one or more charitable, religious, educational, and scientific purposes, including for any such purpose or purposes, the making of distributions to organizations which qualify as exempt 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), which purposes shall include, but not be limited to, the operation of a Social Service Agency, without profit.

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation, and within such limitations shall include as its purposes, but not be limited to, the general promotion of the health of, and a safe environment for the citizens of the United States of America.

FOURTH: The Corporation is not to have authority to issue capital stock.

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 THIRD 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 any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, 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 provisions of any future United States Internal Revenue Law).

FIFTH: The name and mailing address of the incorporator as follows:

Laura A. Engels
1220 N. Market St., Suite 606
Wilmington DE 19801

SIXTH: The powers of the incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of persons who will serve as directors until successors are elected and qualify are:

Anton V. Simunac
125 Pirates Cove
Marathon, FL 33050

SEVENTH: The duration of the Corporation is to be perpetual.

EIGHTH: 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 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 of such assets not so disposed of shall be disposed of by the Court of Chancery of the county in which the registered office of the corporation is then located,

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exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware and the Acts amendatory thereof and supplemental thereof, do make and file this Certificate of Incorporation, and do certify that the facts stated herein are true, and I have accordingly set my hand.

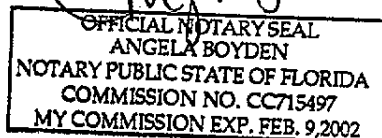
Laura A. Engels

Laura A. Engels
INCORPORATOR

This is a true copy of the original.

Prof. Stephen Alexander

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NOVEMBER 17, 1998
COUNTY OF MONROE
STATE OF FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US INTERNATIONAL COUNCIL FOR HEALTH, EDUCATION, & ENVIRONMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 11-17-98

DATE: 981442251