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January 1, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

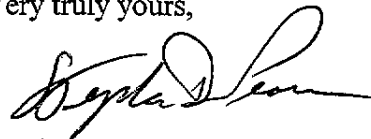
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Re: Articles of Incorporation for ST. CLAIRE MISSION, INC.
Dear Division of Corporations:

Enclosed are the Articles of Incorporation for the referenced corporation, together with one check in the amount of \$87.50 for Filing fee, Designation of Registered Agent, Certified Copy and Certificate under seal charges. Please file the Articles as soon as possible and then mail the evidence of same to me at my mailing address of 7895 S.W. 131 Street, Pinecrest, FL 33156. In the meantime, please contact me at (305) 259-8006 if you have any questions or comments about the foregoing.

Thank you for your assistance.

Very truly yours,



Stephen D. Pearson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

ST. CLAIRE MISSION, INC.

A Florida Not for Profit corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of St. Claire Mission, Inc., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is St. Claire Mission, Inc., a Florida Not for Profit corporation. The principal office and mailing address of the corporation is c/o Desiree Jennings, 12681 South Dixie Highway, Miami, Florida 33156.

ARTICLE II. INCORPORATOR

The name and address of the incorporator is as follows:

Stephen D. Pearson
1320 S. Dixie Hwy. Suite 811
Coral Gables, Florida 33146

ARTICLE III. TERM

This corporation is to have perpetual existence unless terminated soon in accordance with the laws of the State of Florida.

ARTICLE IV. PURPOSE

Section 1. A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and, subject to the foregoing, the primary objects of the corporation shall be to generate funds through solicitations and other lawful means to be used for education of children in the Dominican Republic, and for food and clothing for such children while they are being educated. Attendant to this purpose, the corporation may support, acquire, maintain, manage, own, improve, and operate real and personal property, and be entitled to receive such property and/or cash for the accomplishment of the goals and purposes set forth herein; all in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

B. The corporation shall operate exclusively in a manner which is consistent with Section 501(c)(3) of the Code.

C. The corporation is organized and shall be operated exclusively for not-for-profit purposes.

D. The corporation shall have and exercise all right and powers conferred upon corporations under the laws of the State of Florida, provided, however, that the corporation is not empowered to engage in any activities that, in itself, is not in furtherance of its purposes set forth herein.

Section 2. No part of the income of the corporation shall inure to the benefit of or be distributed to its members or officers, or other private persons, except that the corporation may, when necessary, pay reasonable compensation for services rendered, and may make payments and distributions in furtherance of the purposes set forth herein.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

Section 4. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. MEMBERSHIP

Membership shall be open to all individuals and organizations interested in furthering the purposes of the corporation, subject to such classifications, definitions, and procedures as may be set forth in the bylaws.

ARTICLE VI. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after making provision for payment of all liabilities, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to Federal, State or local government for a public purposes as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by

of by the appropriate court of the State of Florida of the county where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine, are organized and operated exclusively for such purposes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

1. Desiree M. Jennings
7950 S.W. 131 Street
Pinecrest, Florida 33156
2. Thomas L. Redden
P.O. Box 971022
Miami, Florida 33197
3. Chuck Yeiser
7001 S.W. 61 Avenue
South Miami, Florida 33143

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which such Director or Officer is or shall be made a party by reason of being or having been a Director or Officer of the corporation (whether or not such person is a Director or Officer of the corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of such person's duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. BYLAWS

The power to adopt, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director or member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors of this corporation.

ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Desiree M. Jennings, 7950 S.W. 131 Street, Pinecrest, Florida 33156.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 1st day of January, 2000, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Incorporator:



Stephen D. Pearson

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That St. Claire Mission, Inc., desiring to organize under the laws of the State of Florida with its initial registered office at 7950 S.W. 131 Street, Pinecrest, Florida 33156, has named DESIREE M. JENNINGS as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for St. Claire Mission, Inc. at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act, and state that I am familiar with, and accept, the obligations of that position imposed by Florida Statutes Section 617.023.

Date: Nov - 31 - 99

Desiree M. Jennings
Desiree M. Jennings, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA