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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/9

January 19, 2000

50000310678
-01/21/00-01091-013
*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Peacemaker Foundation for Economic Development

Gentlemen:

Enclosed please find the following in connection with the incorporation of the above not-for profit corporation:

1. Articles of Incorporation for: The Peacemaker Foundation for Economic Development;
2. Check in the amount of: \$78.75.

Please accept the above for filing and provide us a certified copy of the articles.

Very truly yours,



Paul R. Wallace

PRW/jlt
Enclosures

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A. Howell FEB 10 2000

W-2403



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 2000

PAUL R. WALLACE
9100 S. DADELAND BLVD.
PH ONE, SUITE 1707
MIAMI, FL 33156

SUBJECT: THE PEACEMAKER FOUNDATION FOR ECONOMIC
DEVELOPMENT
Ref. Number: W00000002403

We have received your document for THE PEACEMAKER FOUNDATION FOR ECONOMIC DEVELOPMENT and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell
Document Specialist

Letter Number: 200A00003909

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, a natural person 18 years of age or older and a Florida Citizen, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The corporation's name shall be:

The Peacemaker Foundation for Economic Development, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The corporation's principal place of business and mailing address shall be:

One Datran Center, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE THREE - PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on:

- a. by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or United States Internal Revenue Law; or
- b. by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, the corresponding provisions of any future United States Internal Revenue Law, or any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

At all times the following shall operate as conditions restricting the operations and activities of the corporation: no substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public; and the

corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE FOUR - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected by a method delineated and described in the bylaws.

ARTICLE FIVE - INITIAL DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Paul R. Wallace
One Datan Center, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

Honorable Richard S. Schubert
1155 Connecticut Ave., Suite 416
Washington, D.C. 20036

Marilyn C. Wallace
One Datan Center, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE SIX - PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE SEVEN - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent's name and Florida street address are:

Paul R. Wallace
One Datan Center, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

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ARTICLE EIGHT - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Paul R. Wallace
One Datran Center, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156


Incorporator's signature

February 7, 2000
Date

Having been named as Registered Agent and to accept service of process for The Peacemaker Foundation for Economic Development, Inc. at the place designated in this certificate, 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 relating 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

February 7, 2000
Date