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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

H.A.L.O.T. KIDS FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2000

FAS-T

SUBJECT: H.A.L.O.T. KIDS FOUNDATION, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H.A.L.O.T. KIDS FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: H.A.L.O.T. KIDS FOUNDATION, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 1022 SW 49th Way, Margate, FL 33068 and the mailing address is P.O. Box 2322, Miami, FL 33101.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1022 SW 49th Way, Margate, FL 33068, and Aisha Lewis is the registered agent of the Corporation at that address.

ARTICLE VII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws but at no time shall there be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of:

Aisha Lewis
1022 SW 49th Way
Margate, FL 33068

Herode Junior Obas
1701 NW 2nd Ct, Apt 201
Miami, FL 33136

Stanley By
7 NE 59th Terrace
Miami, FL 33137

Maudelynn Mesidor
1720 S. Glades Drive #11
N. Miami Beach, FL 33162

ARTICLE VIII: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI: INCORPORATORS

The Incorporators of the Corporation is as follows:

Aisha Lewis
1022 SW 49th Way
Margate, FL 33068

IN WITNESS WHEREOF, I, AISHA LEWIS, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on 5-26-, 2000.

Aisha Lewis
AISHA LEWIS

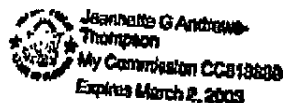
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was sworn to before me this 26th day of May, 2000, by AISHA LEWIS, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as Identification.

NOTARY PUBLIC

SIGN: [Signature]

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That H.A.L.O.T. KIDS FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Margate, County of Broward, State of Florida, has named Aisha Lewis at 1022 SW 42nd Way, in the City of Margate, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY:

Aisha Lewis
AISHA LEWIS

DATED:

5/26/00

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