

N00000003792

P.L.A.C.E., INC.
217 N.E. 3RD STREET
POMPANO BEACH, FL 33060
(954) 785-6996

May 16, 2000

Mr. Doug Spitler
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900003270369--7
-05/30/00--01087--005
*****70.00 *****70.00

Dear Mr. Spitler:

With regard to the conversation you had with our CPA, David Lanter, we are asking that you dissolve the for-profit P.L.A.C.E., INC. and open the non-profit P.L.A.C.E., INC. We ask that you apply the previous \$35.00 remittance to the dissolution of the old corporation.

To this end, we have enclosed the new corporate documents, a check for \$70.00 and an Affidavit stating that the name P.L.A.C.E., Inc. is available for you to use on the new corporation.

We have enclosed two sets of the Articles of Incorporation and ask that you stamp one set "Filed" and forward them directly to our accountants. We have enclosed a self-addressed stamped envelope for your convenience. We would appreciate you addressing this as soon as possible, as our deadline for the IRS is rapidly approaching.

Thank you for your attention to this matter. If you have any questions, please call Mr. Lanter at (954) 746-0156.

Very truly yours,
P.L.A.C.E., INC.

David

Pam Hardy

Pam Hardy,
President

cc: David B. Lanter, CPA

Enclosures

FILED
00 MAY 30 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6-13
14493
100

(C)

AFFIDAVIT OF PAM HARDY

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, did personally appear PAM HARDY a witness of lawful age, who upon taking oath did state:


1. My name is PAM HARDY, I am over 18 and a resident of Broward County.
2. The items set forth herein are true and correct to the best of my knowledge and belief.
3. I am the President of P.L.A.C.E., Inc., a Florida Corporation.
4. As of May 16, 2000, the corporation, P.L.A.C.E., Inc. is dissolved.
5. All right and interest to the name, P.L.A.C.E., Inc. is waived and released.
6. I have no intentions of revoking the voluntary dissolution and will release name.

FURTHER AFFIANT SAYETH NAUGHT.

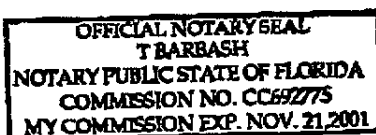

PAM HARDY, AFFIANT

Sworn to and subscribed before me the undersigned authority by PAM HARDY this 15th day of June, 2000 who (✓) is personally known to me ~~or () produced the following form of~~ identification: _____

My commission expires:


NOTARY PUBLIC - STATE OF FLORIDA
T. BARBASH

F:\WPDOCS\PLACE.AFF



**ARTICLES OF INCORPORATION
OF
P.L.A.C.E., INC.**

FILED

00 MAY 30 AM 7:52

ARTICLE I. NAME

The name of the corporation shall be P.L.A.C.E., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business & mailing address is:
217 N.E. 3RD STREET, POMPANNO BEACH, FL 33060.

ARTICLE III. PURPOSE OF BUSINESS

This corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE IV. SHARES

There shall be no stock issued for this corporation/organization.

ARTICLE V. OFFICERS/DIRECTORS

This corporation shall have its officers act as Directors. The name and street address of the President is: Pam Hardy, 217 N.E. 3rd Street, Pompano Beach, FL 33060.

ARTICLE VI. REGISTERED AGENT

The name & Florida street address of the registered agent is: Daniel G. Gass, 10001 NW 50th Street, Suite 204, Sunrise, FL 33351.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is: Daniel G. Gass, 10001 NW 50th Street, Suite 204, Sunrise, FL 33351.

ARTICLE VIII. CHARITY STATEMENT

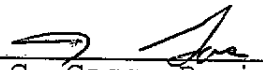
No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) if the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/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 dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

I hereby accept the appointment as Registered Agent & agree to act in this capacity.

X  5/16/00
Daniel G. Gass, Registered Agent Date

I hereby accept the duties and responsibilities as incorporator of said corporation.

X  5/16/00
Daniel G. Gass, Incorporator Date

Prepared by: Daniel G. Gass, Esquire
10001 NW 50th Street, #204, Sunrise, FL 33351
FL Bar No. 19569 (954) 741-8228 Fax Audit: _____
F:\WPDOCS\FORMS\CORPORAT\ARTICLES\ARTNONPR.NEW