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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

August 28, 2000

FILED
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FACSIMILE
(305) 858-5555
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

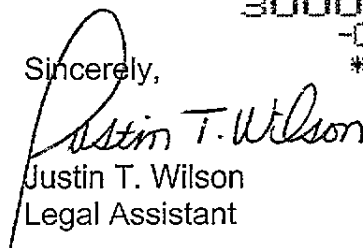
Re: FRIENDSHIP CIRCLE OF FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$78.75 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,


Justin T. Wilson
Legal Assistant

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encl.



**ARTICLES OF INCORPORATION
OF
FRIENDSHIP CIRCLE OF FLORIDA, INC.
(a corporation not for profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. NAME.

The name of this corporation is

FRIENDSHIP CIRCLE OF FLORIDA, INC.

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the case may be. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other

obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

(iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(v) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options (covered or uncovered), maintaining a special subscription account and dealing in commodities; and

(vi) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(vii) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time, as the case may be.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the case may be. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. MEMBERS.

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-One (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

4. BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three.

5. TERM OF EXISTENCE.

This corporation shall exist perpetually.

6. ADDRESS.

The street address of the initial principal office, primary place of business and mailing address of the Corporation is 3713 Main Highway, Coconut Grove, Florida 33133.

7. NAME AND ADDRESS OF INCORPORATOR.

The name and address of the Incorporator is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

8. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is A Z Registered Agent Corporation, Suite 1600, Miami, Florida 33133.

9. BYLAWS.

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 7th day of August, 2000.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: _____

Justin T. Wilson
Justin T. Wilson,
Vice President

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

FRIENDSHIP CIRCLE OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office at 3713 Main Highway., Coconut Grove, Florida 33133, has named A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, A Z Registered Agent Corporation hereby states that it is familiar with, and accepts, the obligations of such appointment.

Date: August 7, 2000

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: _____

Justin T. Wilson
Justin T. Wilson,
Vice President

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