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Miami, Florida 33138

8/29/00

Sec of State
Div of Corproations

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Re Faith Fishsers Hope Foundation

Dear Sirs :

Please file and return stamped copy and Certificate under Seal
letter.

Send things back to the above law office address.

Very truly yours,

Mark Trop



FILED
00 SEP - 1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/9/7

ARTICLES OF INCORPORATION
OF
FAITH FISHER HOPE FOUNDATION
FOR CHILDREN WITH THE AIDS VIRUS INC

FILED
00 SEP - 1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act Fl Stat. Chap. 617 hereby adopts the following Articles of Incorporation:

ARTICLE I, NAME

The name of the corporation shall be: FAITH FISHER HOPE FOUNDATION FOR CHILDREN WITH THE AIDS VIRUS INC

The principal place of business of this corporation shall be:
10828 North East 4th Avenue, Miami Florida 33161

ARTICLE II NATURE OF BUSINESS

This corporation is a not for profit corporation, not organized for pecuniary profit but exclusively for the charitable purpose the name implies and may engage in or transact any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other sate, country, territory or nation to accomplish said purpose.

ARTICLE III CORPORATE POWERS

This corporation shall have any and all powers allowed to a corporation not for profit under Chapter 617 of the Florida Statutes.

Limitation on Powers No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, and distributions in furtherance of any of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of section 501 of the IRC of 1954), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. notwithstanding any other

provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRC of 1954 (or any similar future law) or (b) by a corporation, contributions to which are deductible under section 107(c)(2) of the IRC of 1954. or future law of like nature.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any who shall hold office the first year of the corporation's existence or until their successors is are elected is:

Faith Fisher President 10828 NE 4th Avenue, Miami Fl 33161
(President)

At such time as the corporation increases in size such that it cannot reasonably be managed by the efforts of just the president a Board of Trustees shall be appointed initially and elected thereafter and said Board shall have the power over this corporation to control its property, conduct its affairs and carry on its purposes. The number of trustees shall be at this time no less than three and as many as shall be determined needed by the incumbent members of the Board in accordance with the bylaws of the corporation.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and the bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

Officers shall be designated and elected as according to the By Laws is to be done.

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators of this articles of incorporation is/are?

Faith Fisher 10828 NE 4th Avenue, Miami Fl 33160

ARTICLE VI MEMBERS

All people who are willing to assist with the project to help children with aids can become members and thus exercise voting and other rights as are identified by the by laws.

ARTICLE VII BYLAWS

The President and or Board shall adopt by laws consistent with these Articles. Thy may be altered, rescinded or added to, or new by laws may be adopted by the officer of later created Board.

ARTICLE VIII

The private property of the incorporators, trustees or officers shall not be subject to the debts of the Corporation.

IN WITNESS WHEREOF the undersigned incorporator have/s executed these articles of incorporation this 30 day of August 2000.

Signature of Incorporators

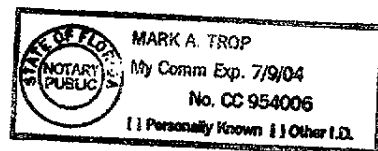
Faith Fisher

State of Fl
County of Dade

The foregoing instrument was acknowledged and sworn to before me this 30 day of August 2000 by Faith Fisher

Notary Seal

Mark A. Trop
Notary Fl



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 SEP - 1 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

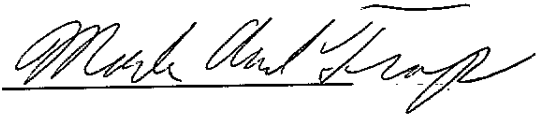
Pursuant to the provisions of Section 617.0501 Fl. Stat., the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: FAITH FISHER HOPE FOUNDATION FOR CHILDREN WITH THE AIDS VIRUS INC

2. The name and address of the registered agent and office:

Mark A Trop Esq 9999 NE 2nd Ave, Suite 201, Miami Fl 33138

Signature



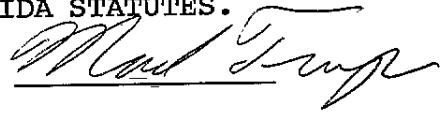
Registered Agent

Date:

8/20/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF CHAPTER FLORIDA STATUTES.

Signature



date