

NO1000002655

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Family Central Auxiliary, Inc.

FILED
01 APR 13 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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01 APR 13 PM 12:54
DIVISION OF CORPORATION

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/13/01

Order#: 4085103

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN APR 13 2001

ARTICLES OF INCORPORATION
of
FAMILY CENTRAL AUXILIARY, INC.
(A Florida Not-For-Profit Corporation)

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TALLAHASSEE, FLORIDA

Article I.
NAME

The name of this corporation shall be Family Central Auxiliary, Inc., (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o Family Central, Inc., 840 S.W. 81st Avenue, North Lauderdale, FL 33068.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, provided that, notwithstanding any other provision hereof, the Corporation shall be operated exclusively for the benefit of, to perform the functions of or to carry out the purposes of Family Central, Inc., a Florida not-for-profit corporation, an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 840 S.W. 81st Avenue, North Lauderdale, FL 33068; and the name of the Corporation's initial registered agent at that address is Barbara Weinstein.

Article V.
MEMBER

The sole member of the Corporation is Family Central, Inc., a Florida not-for-profit corporation.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The initial Board of Directors are:

Barbara Weinstein
Timothy Weeks
Richard Schagrin

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Barbara Weinstein
840 S.W. 81st Avenue
North Lauderdale, FL 33068

Article VIII.
DURATION OF CORPORATION

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

Article IX.
DISSOLUTION


Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Family Central, Inc., a Florida not-for-profit corporation, provided that Family Central, Inc., is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If Family Central is not so described, the Board of Directors shall dispose and distribute such assets to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Directors.

Article X.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 propoganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11 day of April, 2001.


Barbara Weinstein, Incorporator
Edw (BW)

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

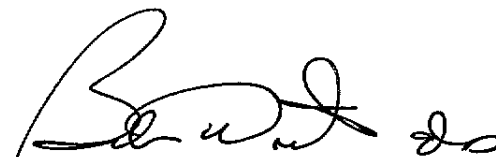

WITNESSETH:

That, Family Central Auxiliary, Inc., desiring to organize under the laws of the State of Florida, has named Barbara Weinstein, located at 840 S.W. 81st Avenue, North Lauderdale, FL 33068, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 Section 617.0501, Florida Statutes.

Dated this 11 day of April, 2001.


Barbara Weinstein, Registered Agent


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