

Paul Wiseberg

N0100000 4965

June 29, 2001

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

4000004467394--1
-07/10/01--01053--004
*****78.75 *****78.75

To whom it may concern:

Please find enclosed the following items pertaining to the incorporation of *United Resources of America, Inc.*:

- Original and one copy of the Articles of Incorporation for *United Resources of America, Inc.*
- Original and one copy of Certificate of Designation of Registered Agent and Registered Office for *United Resources of America, Inc.*
- A certified check, money order or personal *check*, payable to the *Florida Dept. of State – Div of Corporations* for
 - Filing fees and
 - Certificate of Designation of Registered Agent and Registered Office
 - Certified Copy

Please return the enclosed duplicate copy of the Article of Incorporation and the Certificate of Designation of Registered Agent with your seal indicating that these items were filed.

Please send your responses or receipts concerning this filing to:

United Resources of America, Inc.
c/o Szczepkowski & McMillan PA
PO Box 220550
Hollywood, FL 33022

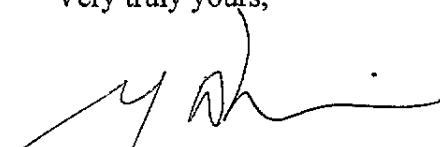
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 10 PM 5:00

FILED

Thank you for your attention to this matter.

Very truly yours,



Paul Wiseberg

F. CHESER

JUL 1 2 2001

23084 Sandalfoot Plaza Drive
Boca Raton, FL 33428

Articles of Incorporation of
United Resources of America, Inc.

ARTICLES OF INCORPORATION

OF

UNITED RESOURCES OF AMERICA, INC.

A NON-PROFIT CORPORATION

The undersigned incorporator, in order to form a non-profit corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is:

UNITED RESOURCES OF AMERICA, INC.

ARTICLE II - CORPORATE ADDRESS

The place of business and mailing address of this corporation is:

23084 Sandalfoot Plaza Drive

Boca Raton, FL 33428

ARTICLE III - PURPOSE:

The specific purposes for which this corporation is organized are:

To promote awareness and provide assistance to children and families in response to the modern-day breakdown of the family structure. Activities will include programs in areas such as: family counseling, job assistance & training, drug counseling, legal awareness, crisis management, and missing persons & recovery.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FILED
01 JUL 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23084 Sandalfoot Plaza Drive
Boca Raton, FL 33428

Articles of Incorporation of
United Resources of America, Inc.

ARTICLE IV - ELECTION AND APPOINTMENT OF DIRECTORS:

Each director shall hold office for a period of one year and until his or her successor is elected and qualifies.

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of State of Florida.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Florida.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

ARTICLE V - DIRECTOR:

The number of initial directors of this corporation is 3.

Their name and address are as follows:

Director Name	Address
Paul Wiseberg	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428
Robert Lipowsky	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428
Allan Klein	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428

Articles of Incorporation of
United Resources of America, Inc.

ARTICLE VI - INCORPORATORS:

The name and address of the incorporators of this corporation are:

Incorporator Name	Address
Paul Wiseberg	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428
Robert Lipowsky	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428
Allan Klein	23084 Sandalfoot Plaza Drive Boca Raton, FL 33428

ARTICLE VII - REGISTERED AGENT:

The name and address of the registered agent of this corporation are:

Paul Wiseberg
23084 Sandalfoot Plaza Drive
Boca Raton, FL 33428

ARTICLE VIII - DURATION:

The period of duration of this corporation is perpetual.

ARTICLE IX - MEMBERS:

This corporation chooses to not establish a formal membership structure. The Board of Directors shall have full voting rights.

ARTICLE X - AMENDMENT OF BY-LAWS:

The By-Laws of this Corporation may be created, amended, changed or replaced by the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XI- AMENDMENT TO THE ARTICLES OF INCORPORATION:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the by at least a majority of the Board of Directors.

ARTICLE XII - ADDITIONAL PROVISIONS:

Any additional provisions for the operation of the corporation are as follows:

*23084 Sandalfoot Plaza Drive
Boca Raton, FL 33428*

Articles of Incorporation of

United Resources of America, Inc.

- A. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation 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.
- C. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- D. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- E. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIII - NONLIABILITY OF DIRECTORS:

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE XIV - INDEMNIFICATION BY CORPORATION OF DIRECTORS & OFFICERS:

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Florida.

Articles of Incorporation of
United Resources of America, Inc.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Name of Incorporator 1: Paul Wiseberg


Signature: 

Date: 6/29/01

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Paul Wiseberg, with whom I am personally acquainted, or who provided proper identification, and who acknowledged that s/he executed the foregoing Articles of Incorporation for the purposes therein contained and who further acknowledged that s/he is authorized to execute this instrument.

In witness whereof, I have hereunto set my hand and official seal in the state and county aforesaid, on this date: 6/29/01.


Doris Szczepkowski
Notary Public

Articles of Incorporation of

United Resources of America, Inc.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Name of Incorporator 2:

Robert Lipowski
Robert Lipowski

Signature:

Date:

6/29/01

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, _____, with whom I am personally acquainted, or who provided proper identification, and who acknowledged that s/he executed the foregoing Articles of Incorporation for the purposes therein contained and who further acknowledged that s/he is authorized to execute this instrument.

In witness whereof, I have hereunto set my hand and official seal in the state and county aforesaid, on this date: 6/29/01.

Doris Szczepkowski
Doris Szczepkowski
Notary Public

Articles of Incorporation of
United Resources of America, Inc.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Name of Incorporator 3:

ALLAN KLEIN

Signature:

AK

Date:

6/29/01

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, _____, with whom I am personally acquainted, or who provided proper identification, and who acknowledged that s/he executed the foregoing Articles of Incorporation for the purposes therein contained and who further acknowledged that s/he is authorized to execute this instrument.

In witness whereof, I have hereunto set my hand and official seal in the state and county aforesaid, on this date: 6/29/01.

Doris Szczepkowski
Doris Szczepkowski
Notary Public

**Certificate of Designation of
Registered Office and Registered Agent for
*United Resources of America, Inc.***

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's initial registered agent and registered office is:

Name: Paul Wiseberg
Street Address: 23084 Sandalfoot Plaza Drive
Boca Raton, FL 33428

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Name of Registered Agent: Paul Wiseberg

Signature of Registered Agent: 

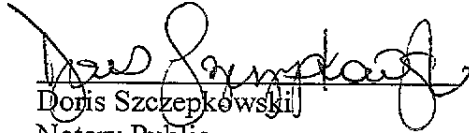
Date of signature: 6/29/01

STATE OF FLORIDA)

COUNTY OF BROWARD)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Paul Wiseberg, with whom I am personally acquainted, or who provided proper identification, and who acknowledged that s/he executed the foregoing Designation of Registered Agent for the purposes therein contained and who further acknowledged that s/he is authorized to execute this instrument.

In witness whereof, I have hereunto set my hand and official seal in the state and county aforesaid, on this date: 6/29/01.


Doris Szczepkowski
Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 10 PM 5:00

FILED