

**NO1000006881**  
**DIVISION OF CORPORATIONS**

NAME JOSE L. REYES  
ADDRESS 1800 S.W. 27th Ave. Suite #501  
CITY Miami STATE FL ZIP CODE 33145  
AREA CODE & PHONE NUMBER (305) 642-4236  
NAME OF CORPORATION MISSING CHILDREN RESEARCH, CORP.

300004611743--5  
-09/26/01--01031--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**FOR OFFICE USE ONLY**

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input checked="" type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

Jose Reyes GAVE  
AUTHORIZATION BY PHONE TO

CORRECTED stable  
DATE 9/28/01  
DOC. EXAM. CS

PICKED UP

FILED  
01 SEP 26 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
MISSING CHILDREN RESEARCH, CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED INCORPORATORS A MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, ALL BEING OF LEGAL AGE HAVE ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, IN ACCORDANCE TO THE PROVISIONS OF CHAPTERS 617, FLORIDA STATUTES AND WE DO HEREBY ACCEPT ALL OF THE RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAW, WE HEREBY DO MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE: **MISSING CHILDREN RESEARCH, CORP.**

**ARTICLE II**

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED SHALL BE: 2655 LEJEUNE ROAD, SUITE # 530, CORAL GABLES, FLORIDA. 33134

**ARTICLE III**

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS OTHERWISE SOONER TERMINATED OR LIQUIDATED AND ALL ASSETS DISPOSED OF IN ACCORDANCE WITH ARTICLE XI, HEREINBELOW.

**ARTICLE IV**

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED BESIDES ANY AND ALL THINGS ALLOWED TO BE DONE BY A NON PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA, ARE EXCLUSIVELY CHARITABLE AND EDUCATIONAL WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

**ARTICLE V**

THE QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION SHALL BE PRESCRIBED FROM TIME TO TIME BY LAWS AND FURTHER APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

INITIALLY ANY PERSON OF GOOD MORAL CHARACTER AND OVER THE AGE OF EIGHTEEN (18) YEARS SHALL BE QUALIFIED TO BE A MEMBER OF THIS CORPORATION, ADMISSION OF MEMBERS WILL BE DECIDED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE BY-LAWS OF THE CORPORATION.

SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION, THIS CORPORATION SHALL NO PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE INCLUDING THE PUBLISHING OR DISTRIBUTIONS OF STATEMENTS.

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170 (b) (1) (A) (vi) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND/OR FEDERAL TAX CODE AS AMENDED.

## **ARTICLE VII**

THE BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

## **ARTICLE VIII**

AMENDMENT TO THESE ARTICLES OR TO THE BY-LAWS OF THE CORPORATION MAYBE PROPOSED BY THE BOARD OF DIRECTORS. AMENDMENTS SHALL BE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS BY THE AFIRMATIVE VOTE OF THE MAJORITY OF DIRECTORS PRESENT OR VOTING BY PROXY AT ANY MEETING AT WHICH A QUORUM IS PRESENT PROVIDED HOWEVER, THAT EACH VOTING MEMBERS HAS BEEN GIVEN NOTICE , AT LEAST TEN DAYS PRIOR TO SAID MEETING..

## **ARTICLE IX**

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:  
2655 LEJEUNE ROAD, SUITE # 530. CORAL GABLES, FLORIDA. 33134.

AND THE INITIAL REGISTERED AGENT WITH THE REGISTERED OFFICE AT THE ABOVE ADDRESS IS :

MIGUEL A TORRE :

## **ARTICLE X**

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION , AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OFFICERS OF THIS CORPORATION ARE PECUNIARLY OR OTHERWISE INTERESTED IN, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER A PARTY TO, OR MAY BE PECUNIARLY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION WITH SAID CORPORATION, SHALL BE DISCLOSED ON THE MINUTES OF THIS CORPORATION; AND

THE NAMES AND RESIDENCE OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, ARE AS FOLLOWS:

INCORPORATORS NAME AND ADDRESS:

JOSE L. REYES : 7821 S.W. 127<sup>TH</sup> DR MIAMI FLORIDA. 33182  
DOLORES S LOPEZ : 7821 S.W. 127<sup>TH</sup> DR. MIAMI FLORIDA. 33182.  
MIGUEL A TORRE : 7821 S.W 127<sup>TH</sup> DR MIAMI FLORIDA. 33182

APPOINTMENT OF THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS . THE MANNER AND THE METHOD IN WHICH THE DIRECTORS ARE TO BE ELECTED OR APPOINTED SHALL BE PRESCRIBED IN THE BY-LAWS FROM TIME TO TIME. HOWEVER WE HEREBY CERTIFY THAT SUCH APPOINTMENTS SHALL FULLY COMPLY WITH SECTION 1.501 (C) (3)-1 (d) (II I) OF THE INTERNAL REVENUE CODE AND/OR ANY APPLICABLE SECTIONS OR MODIFICATIONS THEREOF.

THE NAME AND ADDRESSES OF THE BOARD OF DIRECTORS WHICH SHALL SERVE UNTIL THE FIRST ELECTION ARE:

JOSE L REYES : CHAIRMAN-DIRECTOR. 7871 S.W. 127<sup>TH</sup> DR. MIAMI FLORIDA 33182  
DOLORES S LOPEZ : DIRECTOR. 7871 S.W. 127<sup>TH</sup> DR. MIAMI FLORIDA. 33182  
MIGUEL A TORRE : DIRECTOR. 7871 S.W 127<sup>TH</sup> DR, MIAMI FLORIDA. 33182

VACANCIES IN THE INITIAL BOARD OF DIRECTORS OCCURING BEFORE THE FIRST ELECTION SHALL BE FILED BY THE DIRECTORS REMAINING IN OFFICE EVEN SO THEY MIGHT NOT CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS.

TERMINATION OF ANY BOARD MEMBER. ANY BOARD MEMBER MAY BE TERMINATED BY EXPULSION FOR REASONABLE CAUSE BY THE REMAINING MAJORITY OF THE ACTING BOARD OF DIRECTORS, OR BY WRITTEN RESIGNATION SUBMITTED THIRTY DAYS PRIOR, TO ACT TO THE ACTING BOARD OF DIRECTORS MEETING

THE AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY OFFICERS ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING..

THE OFFICERS WHO SHALL SERVE UNTIL NEW OFFICERS ARE ELECTED IN ACCORDANCE WITH THE BY-LAWS, ARE AS FOLLOWS:

JOSE L REYES : PRESIDENT-TREASURER  
DOLORES S LOPEZ : SECRETARY  
MIGUEL A TORRE : ASSISTANT SECRETARY

## ARTICLE VI

THIS CORPORATION SHALL ISSUE NO STOCK, 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 PURPOSE SET FORTH IN THIS ARTICLE NO

THE MEMBER OF ANY SUCH OTHER CORPORATION WHO IS SO INTERESTED MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND PROVIDED, SUCH OTHER DIRECTOR MAY NOT VOTE THERE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, PROVIDED HOWEVER, THAT SUCH TRANSACTION IS PERMITTED TO BE CARRIED ON WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AS AMENDED.

## ARTICLE XI

UPON THE DISSOLUTION OF THE CORPORATION, ALL ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSE WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE , 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. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS, AS THE COURT DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IN THE EVENT OF DISSOLUTION , THE RESIDUAL ASSETS OF THE ORGANIZATION WILL BE TURNED OVER TO ONE MORE ORGANIZATIONS WHICH THEMSELVES ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTION 501 © (3) AND 170 © (2) OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL, STATE, OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

IN WITNESS WHEREOF WE HAVE MADE, SUBSCRIBED, AND ACKNOWLEDGED THESE ARTICLES OF INCORPORATION THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ OF \_\_\_\_\_

INCORPORATORS:

SEAL \_\_\_\_\_

NAME: JOSE L REYES

SEAL \_\_\_\_\_

NAME: DOLORES S LOPEZ

SEAL \_\_\_\_\_

NAME: MIGUEL A TORRE

( Registered Agent Acceptance, continued. )

Continued:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY RESIDENT AGENT.**

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE "IX" HEREINABOVE THE UNDERSIGNED HEREBY AGREE TO ACT IN SUCH CAPACITY, AND STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES THEREOF AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF THE DUTIES OF RESIDENT AGENT.

SIGNATURE: \_\_\_\_\_

NAME OF RESIDENT AGENT: MIGUEL A TORRE

THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ OF THE YEAR 2001.