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JUPITER LAW CENTER

a private law firm

CHASEWOOD PLAZA • SUITE 30 • 6390 INDIANTOWN ROAD
JUPITER, FLORIDA 33458
(561) 744 - 4600

Attorneys at Law

RICHARD P. GUMSON *
ADAM S. GUMSON

* also admitted to New York Bar

September 24, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

200004613042--1
-09/27/01--01023--001
*****70.00 *****70.00

Re: Aid The Children, Inc.

Gentlemen:

Enclosed are an original and one (1) copy of Articles of Incorporation relative to the above Not - for - Profit corporation.

Kindly file the original and return the copy along with your customary receipt.

My check, in the amount of \$70.00, is also enclosed in payment of your fees.

Thank you for your anticipated courtesies and prompt attention to this matter.

Very truly yours,

JUPITER LAW CENTER

Adam S. Gumson

ASG:pac
Encs.

Adam S. Gumson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I, II
DATE 10-5-01
DOC. EXAM 119C

01 SEP 27 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

10-5-01
119C

ARTICLES OF INCORPORATION
OF
AID THE CHILDREN, INC.
a Florida Corporation

FILED
01 SEP 27 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers associate themselves through these Articles in order to form a Corporation Not For Profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. The legal name of the Corporation is: AID THE CHILDREN, INC.,
hereinafter referred to as "the Corporation".

45 WILLOW RD., TEQUESTA, FL. 33469

2. The term of existence of the Corporation is perpetual; and corporate
existence shall commence upon the filing of these Articles with the Department of State.

3. The purpose for which the Corporation is organized is to provide an entity
to conduct and operate a charitable organization to aid children who are underprivileged or who
have severe illnesses and, in furtherance thereof, to do all things and acts and to engage in
any lawful purpose or purposes Not For Pecuniary Profit.

4. The initial registered office of the Corporation shall be located at: c/o
JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, FL 33458;
and the initial Registered Agent of the Corporation at that address shall be ADAM S. GUMSON.
I accept the appointment of Registered Agent for said corporation.


ADAM S. GUMSON

5. There shall be three (3) members of the initial Board of Directors of the
Corporation, who will serve until the first election of Directors. The names and addresses of the
initial Directors are as follows:

NAME:

CARLOS E. ANTEO

GLADYS N. ANTEO

CECILIA D. MAZZOLA

ADDRESS:

45 Willow Road
Tequesta, FL 33469

45 Willow Road
Tequesta, FL 33469

5826 37th Street
West Palm Beach, FL 33415

6. The business and affairs of the Corporation shall be managed by a Board consisting of the number of Directors determined by the Corporation Bylaws, but in any event not less than three (3) Directors. At least two-thirds (2/3) of the Directors must be Members in good standing of the Corporation. The Directors shall be elected at the Annual Meeting of the Corporation Members in the manner provided for by the Corporation Bylaws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Corporation Bylaws. The names and addresses of the Officers who shall serve until their successors are elected and have qualified or until removed, are as follows:

| <u>OFFICE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--------------------|---|
| President | CARLOS E. ANTEO | 45 Willow Road Tequesta, FL 33469 |
| Vice-President/Secretary | GLADYS N. ANTEO | 45 Willow Road Tequesta, FL 33469 |
| Treasurer | CECILIA D. MAZZOLA | 5826 37 th Street West Palm Beach, FL 33415 |

7. The Corporation shall have Members; and all Members of the Corporation shall be required to meet and maintain the following qualifications:

a) Any person shall be entitled to participate as a Member in the Corporation so long as such person is admitted pursuant to the Corporation Bylaws and continues to be a Member in good standing (including, if applicable, the payment of the dues then in effect).

b) Membership in the Corporation may not be assigned, hypothecated, or transferred by any Member. In all matters on which the Membership is entitled to vote, each Member of the Corporation shall have one (1) vote.

c) The status and validity of any Member's membership in the Corporation shall be determined solely by the majority rule of the Board of Directors of the Corporation.

8. The names and residence addresses of the Subscribers of these Articles of Incorporation are:

NAME:

ADDRESS:

CARLOS E. ANTEO

45 Willow Road
Tequesta, FL 33469

GLADYS N. ANTEO

45 Willow Road
Tequesta, FL 33469

CECILIA D. MAZZOLA

5826 37th Street
West Palm Beach, FL 33415

9. The Corporation shall indemnify Directors, Officers, Members or Agents of the Corporation against all expense and liabilities including attorneys' fees, costs, judgments, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any Director, Officer, Member or Agent of the Corporation may have been a party or may have been otherwise involved by reason of his serving or previously having served the Corporation at its request. However, unless the Board of Directors approves indemnification as being in the best interest of the Corporation and places in the Minutes of the Meeting at which such decision is made reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties. The right of indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

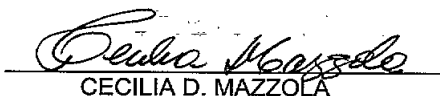
10. The first Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended, altered, or rescinded in any manner provided for in the Bylaws.

11. The Articles may be amended as provided for herein. Notice of the subject of a proposed amendment must be included in the notice of the Meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any Member of the Corporation. Any Director or Member of the Corporation not present in person or by proxy at the Meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Corporation at the Meeting. Amendments may be approved by a majority vote of Members of the Corporation represented at a Meeting at which a quorum has been attained. No amendment shall change the qualifications for Membership or voting.

IN WITNESS WHEREOF, we have subscribed our names on 24TH day
of September, 2001.

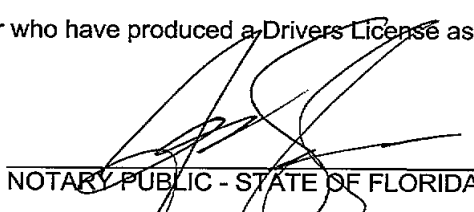

CARLOS E. ANTEO


GLADYS N. ANTEO


CECILIA D. MAZZOLA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day
of September, 2001, by CARLOS E. ANTEO, GLADYS N. ANTEO and CECILIA D. MAZZOLA,
who are personally known to me or who have produced a Drivers License as identification.


NOTARY PUBLIC - STATE OF FLORIDA



Adam S. Gumson
Commission # DD 018047
Expires April 17, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY'S NAME PRINTED, STAMPED OR TYPED

This Instrument was prepared by:

ADAM S. GUMSON, ESQ.
Jupiter Law Center
Chasewood Plaza - Suite 30
6390 Indiantown Road
Jupiter, Florida 33458
(561) 744 - 4600