

ARBITRATION AND MEDIATION, INC.

NO1000008548

FILED
JUN -6 PM 3:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

June 14, 2001

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

SO1159903964--5
-12/05/01--01024--005
*****17.50 *****17.50

Re: Your letter of June 6, 2001
Subject: Arbitration and Mediation, Inc.
Reference No.: P97000015181

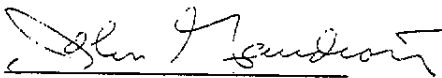
Dear Sir or Madam:

Enclosed is a copy of the Court Order dated May 19, 2000, which transformed our For Profit Corporation to a Not For Profit Corporation pursuant to F.S. 617.1807.

Please advise if this satisfies the requirements.

SO1159903964--5
-05/23/01--91191--024
*****61.25 *****61.25

Arbitration and Mediation, Inc.

By: 
John Gaudiosi

Enclosures:

- Court Order dated May 19, 2000 with attachments:
 - 1- Second Amended Petition for Change of Corporate Status dated May 17, 2000.
 - 2- Articles of Incorporation dated May 17, 2000 with Court's endorsement dated May 19, 2000.

send to: Andy Dunlap
on 10/16/01 Division of Corporations
P.O. Box 6327
Tallahassee
32314

3801 NORTH FEDERAL HIGHWAY • POMPANO BEACH, FLORIDA • 33064
PHONE: 954-785-1300 • FAX: 954-785-9130

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IN THE CIRCUIT COURT OF THE 17th JUDICIAL CIRCUIT
IN AND FOR BROWARD COUNTY, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN RE: ARBITRATION AND MEDIATION, INC.
Petitioner,

CASE NO.: 000073-11

ORDER

07

THIS CAUSE having come on to be heard on the Petitioner's Petition for Change of Corporate Status, the Court having heard argument of counsel, having the Court file before it and being otherwise fully advised in the premises, it is

ORDERED AND ADJUDGED

1. That same is hereby granted.
2. That the Court finds that the Petition and proposed Articles of Incorporation are in proper form and this Court approves same.
3. That all of the property of the petitioning corporation shall become the property of the successor corporation not for profit, subject to all indebtedness of the petitioning corporation.
4. That pursuant to F.S. 617.1807, upon the payment of any administrative or filing fees by the corporation, not for profit, the Secretary of State shall file the Articles of Incorporation, after which the corporation for profit shall become a corporation not for profit, subject to all rights, powers, immunities, duties, and liabilities of corporations not for profit and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease.

DONE AND ORDERED in chambers in Ft. Lauderdale, Broward County, Florida, this
19th day of May, 2000

JOHN A. MILLER, JUDGE
Judge Circuit Court
A TRUE COPY

cc: John Gaudiosi, Esq.
Arbitration and Mediation, Inc.

IN THE CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT IN AND FOR
BROWARD COUNTY, FLORIDA

IN RE: ARBITRATION AND MEDIATION, INC.
Petitioner,

Case No.: 00-007341 (07)

SECOND AMENDED PETITION FOR CHANGE OF CORPORATE STATUS

COMES NOW, the Petitioner, by and through its undersigned attorney, and files this Amended Petition for Change of Corporate Status.

1. This is a Petition for Change of Corporate Status pursuant to F.S. 617.1805 and accordingly is within the jurisdictional limits of this Court.
2. The corporation was formed and filed of record with the Secretary of State in the State of Florida on February 17, 1997 as a corporation for profit.
3. Since the filing of the above Corporation for profit, and despite the fact that the corporation remained inactive it has filed all annual reports and paid all fees, as required by the Secretary of State and Florida Statutes.
4. The corporation has been inactive since it was filed.
5. Since the filing of the above Corporation for profit, the Corporation for profit has determined that it is in the best interest of the Corporation to restructure as a corporation not for profit for the attainment and fulfillment of its corporate purpose.
6. a.) Purpose, General: To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986 and subsequent amendments, with all powers conferred on not for profit corporations under the laws of the State of Florida.

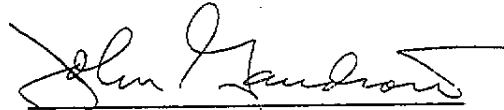
b.) Purpose, Specific: To initiate and conduct Citizen Dispute Settlement Programs, educate and train individuals as mediators for purposes of Citizen Dispute Settlement, and to inform the public about alternatives to court proceedings.
7. That the undersigned being the only Director and Shareholder of the Corporation for Profit hereby consents to change the corporate nature and elects to file this Petition and further agrees to accept all the property and the proposed Articles of Incorporation of the Corporation and to assume and pay all its indebtedness and

liabilities.

8. That this Petition is filed for legitimate and legal reasons and not as an attempt to circumvent or defraud creditors.
9. That the change of corporate status will not divest or interfere with any third party rights, title or interest in any property.


Wherefore it is respectfully requested that this Court enter its Order approving the proposed Articles of Incorporation (attached hereto and by reference made a part hereof), endorsing same and permitting the Corporation for profit to reclassify itself as a Corporation not-for-profit and directing the Secretary of the State of Florida to accept same upon the payment of any administrative fees.

Dated this 17th day of May, 2000.


John Gaudiosi, President/Director

Corporate Seal




John Gaudiosi, FBN: 162010
Attorney for Corporation
3801 North Federal Highway
Pompano Beach, Florida 33064
Ph. (954) 785-1300
Fax (954) 785-9130

ARTICLES OF INCORPORATION
OF

FILED

2001 JUN -6 PM 3:11

ARBITRATION & MEDIATION, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida as contained in Florida Statutes, Chapter 617, and the general amendments thereto, under the following Articles of Incorporation:

ARTICLE I

The name of the organization shall be known as Arbitration & Mediation, Inc.

ARTICLE II

The principal place of business shall be situated at 3801 North Federal Highway, Pompano Beach, Florida 33064, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The purpose for which the corporation is organized are as follows:

- A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on non-profit corporations under the laws of the State of Florida.

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Arbitration & Mediation, Inc.
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D. Among these purposes is to initiate and conduct Citizen Dispute Settlement programs, educate and train individuals as mediators for purposes of Citizen Dispute Settlement, and to inform the public about alternatives to court proceedings.

ARTICLE IV

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V

This corporation shall have perpetual existence or until dissolved pursuant to law.

ARTICLE VI

The initial post office address of the corporation shall be 3801 North Federal Highway, Pompano Beach, Florida 33064.

ARTICLE VII

The business of the corporation will be conducted by a board of not less than three trustees nor more than nine trustees as may be determined by the By-Laws, and in the absence of such determination shall consist of three trustees.

ARTICLE VIII

The initial board of trustees, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, shall consist of three (3) who shall be elected at the initial meeting in accordance with the By-Laws.

ARTICLE IX

The corporation shall be organized as a non-stock organization.

ARTICLE X

This corporation has named John Gaudiosi as its registered agent

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Arbitration & Mediation, INC.
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to accept service of process within this state.

ARTICLE XI

The street address of the corporation's initial registered office is: 3801 North Federal Highway, Pompano Beach, Florida 33064.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.


John Gaudiosi

ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII

Upon the dissolution of the corporation, assets shall be

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Arbitration & Mediation, INC.
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distributed for one or more exempt purposes within the meaning of section 501(c) (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 pursuant to law.

ARTICLE XIV

The name and address of the incorporator is:

John Gaudiosi
3801 North Federal Highway
Pompano Beach, Florida 33064

Dated this 17th day of May, 2000

I accept designation as Registered Agent.



John Gaudiosi
President and Incorporator
Registered Agent

ENDORSEMENT

The undersigned Judge of the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, has reviewed the foregoing Articles of Incorporation and hereby approves the same. All property of the corporation shall become the property of the not-for-profit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

Dated this _____ day of MAY 19, 2000

JOHN A. MILLER, JUDGE
Judge Circuit Court
A TRUE COPY