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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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Division of Corporations  
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EFFECTIVE DATE

12/01/02

FLORIDA NON-PROFIT CORPORATION

ARBITRATION & MEDIATION, INC.

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## ARBITRATION AND MEDIATION, INC.


December 26, 2001

Secretary of State  
Tallahassee, Florida

Dear Corporation Specialist:

Attached please find the Articles of Dissolution for Arbitration & Mediation, Inc. There is no intent to revoke the Articles of Dissolution for the aforementioned corporation.

Sincerely,



John Gaudiosi, Esq.  
Attorney-in-Fact

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ARBITRATION & MEDIATION, Inc.

EFFECTIVE DATE  
01/01/02

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:

EFFECTIVE DATE 1/1/02

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 purposes 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

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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.

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 principal and mailing 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 Directors of not less than three Directors nor more than nine Directors as may be determined by the By-Laws, and in the absence of such determination shall consist of three Directors.

#### ARTICLE VIII

The initial Board of Directors, 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

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organization.

ARTICLE X

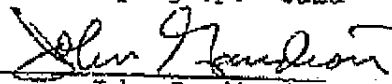
This corporation has named John Gaudiosi as its registered agent to accept service of process within this state.

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.

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ARTICLE XIII

Upon the dissolution of the corporation, assets shall be 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 names and addresses of the initial Board of Directors are:

Elisa Gaudiosi 3801 North Federal Highway  
Pompano Beach, Florida 33064

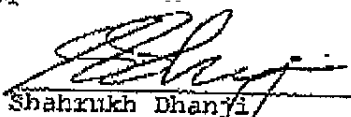
Shahrukh Dhanji 3801 North Federal Highway  
Pompano Beach, Florida 33064

Christine Gaudiosi 3801 North Federal Highway  
Pompano Beach, Florida 33064

ARTICLE XV

The name and address of the incorporator is:

Shahrukh Dhanji 3801 North Federal Highway  
Pompano Beach, Florida 33064

  
Shahrukh Dhanji  
President and Incorporator

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