

No2 0000000021

ACCOUNTING & MANAGEMENT CO. INC.

1691 NE 123rd. St.

North Miami Fl 33181

Phone (305)893-2669-2670

E-MAIL ajmr@Bellsouth.net

* * *

December 21, 2001

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*****78.75 *****78.75

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATION
PO BOX 6327
TALLAHASSEE FL 32314

Enclosed, find a check for \$78.75 covering fees for a Non-Profit corporation

GO TO A NEW LIFE CO. INC.

_ Please send the Articles of Incorporation and Certificate to my office.

Thank you,

Mabel Romaniuk

*file 1-2-02
per Mabel*

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -2 AM 9:03

*BR 1/3/02
29705*

ARTICLES OF INCORPORATION
OF
GO TO A NEW LIFE INC

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a non-profit corporation under Chapter 617 of the laws of the Florida Statutes.

ARTICLE 1

CORPORATE NAME

The name of this Corporation shall be:
GO TO A NEW LIFE INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, and for good of the community, that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code.

ARTICLE III

PROHIBITIONS

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 Articles Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the 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. 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 the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) or the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

BERTI PIWEN (PRESIDENT) 3901 S OCEAN DR. APT 2C HOLLYWOOD FL 33019
PAOLA GOLDIN (VICE-PRES) 3901 S OCEAN DR. APT 2C HOLLYWOOD FL 33019
AIDA GOLDIN (SECRETARY) 3901 S OCEAN DR. APT 2C HOLLYWOOD FL 33019

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of said corporation shall be at:

3901 S OCEAN DR. APT 2C HOLLYWOOD FL 33019

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ARTICLE VI

INCORPORATOR

The name and street address of the incorporator of this Corporation is:
BERTI PIWEN 3901 S.OCEAN DR AP 2C HOLLYWOOD FL 33019 whose address
shall be the same as the principal office of the Corporation.

ARTICLE VII

DIRECTORS

The Directors of the Corporation shall be:

BERTI PIWEN
PAOLA GOLDIN
AIDA GOLDIN

Whose addresses shall be the same as the principal address of the Corporation.

ARTICLE VIII

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX

CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members
rather than shareholders.

ARTICLE X

QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of
admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE XI

VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By
Laws of the Corporation.

ARTICLE XII

LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of directors or officers of the
Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED AGENT

The Corporation's initial Registered Agent and Registered Office in the State of Florida Shall
be: BERTI PIWEN

ARTICLE XIV

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of
State, State of Florida.

ARTICLE XV AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

ARTICLE XVI INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent as the case may be is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fee and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fee and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fee or expense shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee" and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XVII DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ©(3) or the Internal Revenue.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon whom may be served in compliance with Section 49.091 Florida Statutes, the following is submitted.

First that GO TO A NEW LIFE INC. Name of Corporation. Desiring to organize or qualify under the Laws of the State of Florida with its principal place of Business at the City of MIAMI

State of FLORIDA Has named BERTI PIWEN
State (Name of Resident Agent)

Located at 3901 S OCEAN DR. APT 2C HOLLYWOOD FL 33019
(Street address and number of Building-Post Office Box
Addresses are not acceptable)

City of Miami State of Florida, as its agent to accept Services by process within Florida.

Signature

Berti Piwen
Corporate Officer

Title

PRESIDENT

Date 12/21/01

Having been named to Accept Service of Process for the above Stated Non-Profit Corporation at the place designated in this Certificate, I hereby agree to Act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature

Berti Piwen
Resident Agent

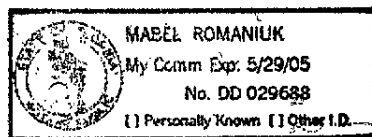
Date 12/21/01

STATE OF FLORIDA


COUNTY OF DADE

Before me, the undersigned authority, personally appeared : BERTI PIWEN to me known to be the person (s) described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn upon oath, depose and say and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Miami, Dade County, Florida, this _ 21 day of _
DECEMBER, 2001



My commission expires:


NOTARY PUBLIC
State of Florida
At large