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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/04/02--01028--007
*****78.75 *****78.75

SUBJECT: Fountain of Help Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Victoria A. Martinez
Name (Printed or typed)

715 S.W. 73 AVE., Suite #4
Address

Miami, FL. 33144
City, State & Zip

305-262-4828
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 3:30

NOTE: Please provide the original and one copy of the articles.

3-12-02
INC

Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

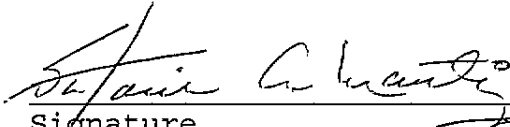
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DIVISION OF CORPORATIONS
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AFFIDAVIT


STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned authority, personally appeared Victoria A. Martinez, who first being duly sworn states as follows:

1. That she is the President of the corporation Fountain of Help Foundation Inc.
2. That the corporation was filed with the Division of Corporations on January 17, 2002, as a for profit corporation.
3. That the designation for profit was an error as the corporation should have been filed as a non-profit corporation.
4. That the for profit corporation Fountain of Help Foundation Inc. shall be dissolved.
5. That there is no intention to revoke the dissolution of the for profit corporation.
6. That the intention is to re-file the articles of incorporation correctly as a non-profit corporation.


Signature
Print Name: Victoria A. Martinez

SWORN TO ME AND SUBSCRIBED before me this 2nd day of March, 2002.


NOTARY PUBLIC

MY COMMISSION EXPIRES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 3:30

ARTICLES OF INCORPORATION

OF

FOUNTAIN OF HELP FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, and in Compliance with Chapter 617, F.S., (Not for Profit), hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be: **FOUNTAIN OF HELP FOUNDATION, INC.**

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

715 Southwest 73rd Avenue
Suite #4
Miami, Florida 33144

Article III - Purpose

The specific purposes for which the corporation is organized are:

- A. FOUNTAIN OF HELP FOUNDATION, INC. is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 running for 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).

- C. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of Internal Revenue Code, i.e. charitable, education, religious or scientific, 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.

Article IV - Manner of Election

The manner in which the directors are elected or appointed:

Directors shall be elected by a majority vote of the remaining directors.

Article V - Initial Directors/Officers

The name(s), address(es) and title(s):

Victoria A. Martinez	Director/President/Treasurer
715 Southwest 73 rd Avenue	
Suite #4	
Miami, FL 33144	

Frank Viton	Director/Vice-President
715 Southwest 73 rd Avenue	
Suite #4	
Miami, FL 33144	

Irma T. Barrios	Director/Secretary
715 Southwest 73 rd Avenue	
Suite #4	
Miami, FL 33144	

Article VI - Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

LEVINE SEGAUL & BARRIOS, P.A.
715 Southwest 73rd Avenue
Suite #4
Miami, FL 33144

Article VII - Incorporator

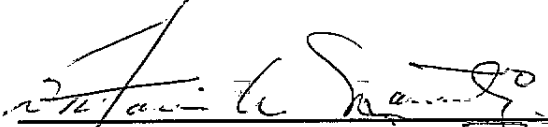
The name and address of the Incorporator is:

Victoria A. Martinez
715 Southwest 73rd Avenue
Suite #4
Miami, FL 33144

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent: Irma T. Barrios, Esq.

3/2/02
Date


Signature/Incorporator: Victoria A. Martinez

3/2/02
Date