

HARTMAN & GOLDBERG

attorney and counselors at law

A partnership of professional associations

Bradley S. Hartman • Mark H. Goldberg

June 11, 2002

02 JUL -1 AM 9:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

900005781479--1
-06/17/02--01026--016
*****78.75 *****78.75

Re: Articles of Incorporation of Circle of Love of Davie/Cooper City, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

- | | | |
|----|-----------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 3. | Certificate of Status | \$ 8.75 |

Total Amount Due..... \$78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the self-addressed, postage paid envelope provided for your convenience.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

HARTMAN & GOLDBERG

By:

BRADLEY S. HARTMAN, ESQ.

BSH/r

C. BLALOCK JUL 2 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 17, 2002

BRADLEY S. HARTMAN, ESQ.
10000 STIRLING RD STE 1
COOPER CITY, FL 33024-8038

SUBJECT: CIRCLE OF LOVE OF DAVIE/COOPER CITY, INC.
Ref. Number: W02000017539

We have received your document for CIRCLE OF LOVE OF DAVIE/COOPER CITY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 302A00039299

**ARTICLES OF INCORPORATION
OF
CIRCLE OF LOVE OF DAVIE/COOPER CITY, INC.
A FLORIDA NON-PROFIT CORPORATION**

FILED
02 JUL -1 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons, have capacity to contract, and acting as incorporators of a corporation not for profit under the Florida Corporation Not for Profit Act, agree to organize a corporation under the laws of the State of Florida, with Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is: CIRCLE OF LOVE OF DAVIE/COOPER CITY, INC.

ARTICLE II

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III

The purposes for which this corporation is organized are:

To help children affected by cancer and their families.

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from Federal Income taxation as a corporation described in Section 501(c) of the Internal Revenue Code, or (2) cause it to lose such exempt status.

The corporation shall not be operated for the primary purpose of carrying on a trade for business or profit.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, State or local laws.

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 exempt purposes.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of charitable, educational, religious or scientific purposes as shall at the time, qualify as an exempt activity of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of common pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

As a means of accomplishing the foregoing purposes, the corporation shall have the rights and powers now or hereafter conferred upon corporations not for profit by the law of the State of Florida.

ARTICLE IV

Membership in the corporation shall be composed of persons, partnerships, firms and corporations, each having experience and dealings in the area of residential construction, administration and necessary ancillary services. Prospective members shall be nominated for membership by active members of the corporation in good standing. Any person, partnership, firm or corporation whose main activity or profession is connected with residential or commercial construction, administration and necessary ancillary services is eligible for membership in this corporation. Membership must be approved by 51% of the Board of Directors, as then constituted. Any obligations, duties and liabilities of said members shall be set forth in the By-laws.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The name(s) and address(es) of the incorporator(s) is/are:

Steven M. Wain
6761 SW 40 Street
Ft. Lauderdale, FL 33314

ARTICLE VII

The address of the principal office of the corporation in the State of Florida shall be: 5660 Griffin Road, Davie, Florida 33314, or at such other place within the State of Florida as the Board of Directors from time to time by appropriate action shall determine.

ARTICLE VIII

The initial officers of the corporation who shall be responsible for managing the corporation for the first years of its existence, or until their successors are elected or appointed and have qualified, shall be a President, Vice-President, Secretary and a Treasurer. Said officers shall be elected or appointed either at a regular annual meeting of the Board of Directors or a special meeting of said Board as may be necessary.

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Steven M. Wain	President/Secretary
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Bob Roth	Vice-President/Treasurer
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ARTICLE IX

The Board of Directors shall be elected or appointed either at a regular annual meeting or at a special meeting of the shareholders as may be necessary.

ARTICLE X

The By-Laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE XI

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of the Board of Directors.

ARTICLE XII

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations as provided for corporations not for profit organized under the provisions of the Florida Statutes 617, Part I, or such Statute as amended or modified, subject to the limitation and condition that, notwithstanding any other provision(s) of this charter, only such power(s) shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, and by any organization contributions to which are deductible under any provisions of such Code or regulations.

ARTICLE XIII

It is the intention of the incorporators to these Articles to file for tax exempt status under Section 501(c)(3) of the Internal Revenue Code referred to above subsequent to the issuance of the charter from the State of Florida.

ARTICLE XIV

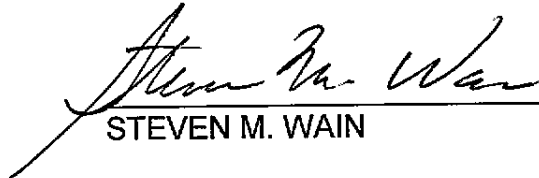
The name and address of the individual designated resident agent to accept service of process within the State of Florida is:

BRADLEY S. HARTMAN, ESQ.
10000 Stirling Road
Suite 1
Cooper City, FL 33024

ARTICLE XV

The corporation reserves the right to amend, change or repeal any provisions herein contained in the manner now or hereafter prescribed by Statute.

The undersigned, being the incorporator herein before named for the purposes of forming a non-profit corporation does hereby subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set his hand and seal this 27 day of June, 2002.


STEVEN M. WAIN

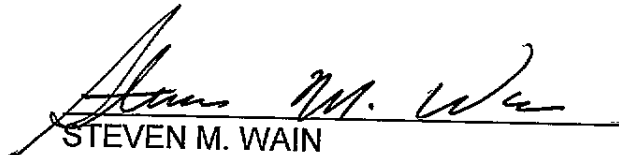
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE With §§48.091 and 617.0501, Fla. Stat., the following is submitted:

THAT, CIRCLE OF LOVE OF DAVIE/COOPER CITY, INC., under the Laws of the State of Florida, with its initial principle office at 5660 Griffin Road, Davie, Florida 33314, as indicated in the Articles of Incorporation, has named BRADLEY S. HARTMAN, located at 10000 Stirling Road, Suite 1, Cooper City, FL 33024-8038, as its Agent to accept Service of Process within the State of Florida.

DATED this 27 day of June, 2002.

INCORPORATOR OF ARTICLES OF
INCORPORATION:


STEVEN M. WAIN

Having been named to accept service of process for the above stated 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 pertaining to the proper and complete performance of my duties.

DESIGNATION ACCEPTED:

6/27/02
Date

By:


Bradley S. Hartman, Esq.