

No 20000006189

Chart Number Only

VALIDATION ONLY

2002 AUG 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Melnick, Lilienteld & Assoc.

Requestor's Name

2670 N.E. 215th Street

Address

Miami, FL 33180

City

State

ZIP

Phone

(305) 937-1040.

CORPORATION(S) NAME

Protect Your
Children, Inc.

800007131908-3

08/15/02 01020-000
*****78.75 *****78.75

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

RECEIVED
02 AUG 15 AM 9:55
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20/5/18/02

ARTICLES OF INCORPORATION
OF
PROTECT YOUR CHILDREN, INC.

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TALLAHASSEE FLORIDA

A FLORIDA NOT FOR PROFIT CORPORATION

FIRST: The name of the corporation is "Protect Your Children, Inc."

SECOND: The address of the initial office for the corporation and the principal place of business and the mailing address in the State of Florida is 2670 NE 215th Street, Aventura, FL 33180, and the name of the initial registered agent of the Corporation is Robert J. Lilienfeld, CPA, at 2670 NE 215th Street, Aventura, FL 33180.

THIRD: (a) The proposed corporation is formed under the Florida Not For Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH: In furtherance of the purposes set forth in Article THIRD above, the corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to private and public foundations, corporations and individuals.

FIFTH: So long as this corporation shall be determined to be an "operating foundation" within the meaning of section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the corporation will not be subject to the tax under Section 4942 of the Code; and further the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

SIXTH: The corporation does not contemplate pecuniary gain or profit,

incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 the purposes set forth above.

- SEVENTH: The corporation shall have perpetual existence.
EIGHTH: The corporation shall be organized upon a no-stock basis.
NINTH: The corporation shall not have any members.
TENTH: The name and address of the incorporator is as follows:

Robert J. Lilienfeld, CPA
Melnick, Lilienfeld & Associates, CPA's
2670 NE 215th Street
Aventura, FL 33180

ELEVENTH: No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Should there be a dissolution of the corporation, the directors shall, after paying or making provision for the payment, out of the funds of the corporation of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

THIRTEENTH: The corporation shall initially have (3) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the bylaws. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the corporation are:

David Hausdorff
2670 NE 215th Street
Aventura, FL 33180

William Fischer
2670 NE 215th Street
Aventura, FL 33180

Jason Barr
2670 NE 215th Street
Aventura, FL 33180

Robert J. Lilienfeld
2670 NE 215th Street
Aventura, FL 33180

FOURTEENTH: The bylaws of this corporation may be adopted, altered or rescinded by a majority vote of the Directors. The bylaws may contain provisions for the regulations and management of the affairs of the corporation not inconsistent the law or the Articles of Incorporation.

FIFTEENTH: These Articles of Incorporation may be amended only by majority vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of August, 2002.



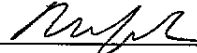
Robert J. Lilienfeld

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

PROTECT YOUR CHILDREN, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN AVENTURA, FLORIDA, HAS NAMED ROBERT J. LILIENFELD, CPA
LOCATED AT 2670 NE 215TH STREET, AVENTURA, FLORIDA 33180 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

Dated: August 9, 2002

By: 
Robert J. Lilienfeld, CPA
Incorporator

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. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION
617.0501, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Dated: August 9, 2002

By: 
Robert J. Lilienfeld, CPA

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