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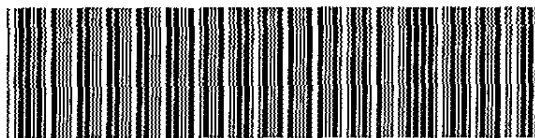
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02 DEC -2 AM 9:30

SECRET STATE  
TALLAHASSEE, FLORIDA

VI,

**JAY C. SALYER, JR., P.A.**

ATTORNEY AT LAW

555 SOUTH FEDERAL HWY. SUITE 200

BOCA RATON, FL 33432

TEL: 561-361-8494

FAX: 561-750-7353

jaysalyer@bellsouth.net

November 26, 2002

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

Re: Goodcents Foundation, Inc.  
a non-profit corporation

Dear Sirs:

Enclosed please find the Articles of Incorporation of the above non-profit corporation. Also enclosed please find my check in the amount of \$78.75 as the total for the Filing Fee, Registered Agent Designation, and Certified Copy.

Please return a Certified Copy to me at the above address. I am enclosing an additional check for \$8.75 as the fee for a Certificate of Status. Please return the Certificate of Status to me at the at the above address as well.

Very truly yours,



Jay C. Salyer, Jr.

JS/ds  
enc.

ARTICLES OF INCORPORATION  
OF  
GOODCENTS FOUNDATION, INC.

(a corporation not for profit)

FILED  
02 DEC -2 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, acting as Incorporator of a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be GOODCENTS FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be located at:

GoodCents Foundation, Inc.  
555 S. Federal Hwy. Ste. 400  
Boca Raton, Fl. 33432

ARTICLE III - PURPOSE

This corporation is organized not for profit and for the following specific purposes:

The corporation shall raise and distribute donations in money and in kind to the homeless assistance programs operating on a non-profit basis in Dade, Broward and Palm Beach Counties, Florida, and engage in other charitable acts and purposes as may be approved from time to time by the Board of Directors.

The Corporation is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV - QUALIFICATION OF MEMBERS

Members shall be qualified and admitted as set forth in the By-Laws.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 555 S. Federal Hwy. Ste. 400, Boca Raton, Fl. 33432 and the name of the initial registered agent of this corporation at that address is Jay C. Salyer, Jr..

#### ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these articles of incorporation is: —

Elizabeth Howard —  
213 Park Avenue  
Palm Beach, Fl. 33480 —

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall there be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

- (1) Elizabeth Howard, 213 Park Ave. Palm Beach, Fl. 33480
- (2) Bonnie Buimi, 100 Royal Caribbean Way, Miami, Fl. 33130
- (3) William Abbott, 3240 Plymouth Rock Dr., Douglasville, GA. 30135

#### ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The incorporator shall appoint the initial three directors pursuant to the Florida Statutes, and shall thereafter appoint successive directors upon a vacancy in the Board of Directors. Upon the death, resignation or inability of the incorporator to serve as a

director, the remaining directors shall appoint a successor director to fill the unexpired term of the incorporator's directorship until the next annual meeting of members. Thereafter the Directors shall elect directors from time to time to fill vacancies in the Board of Directors as they occur.

#### ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting of the Board of Directors by the Directors each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified. Notwithstanding any provision to the contrary in the foregoing or elsewhere in these Articles, the incorporator shall serve as President of the corporation until his death, resignation or inability to serve, at which time the Board of Directors shall elect a successor President to serve until the next annual meeting of the Board of Directors. Thereafter the President shall be elected by the Board of Directors at the annual meeting of the Board of Directors to serve for the ensuing year in the same manner as the other officers of the corporation.

#### ARTICLE X - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 (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) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE XI - DISSOLUTION

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 the 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 by a Court of Competent Jurisdiction 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 the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 9, 2002

  
Elizabeth Howard  
Incorporator

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02 DEC -2 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

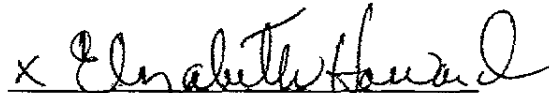
CERTIFICATE OF DESIGNATION

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.051 Florida Statutes, the following is submitted:

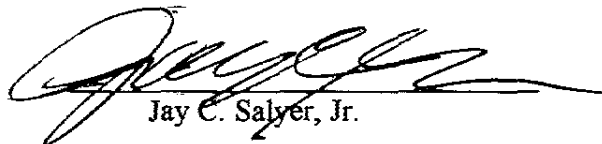
First, that GoodCents Foundation, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Jay C. Salyer, Jr. located at 555 S. Federal Hwy. Ste. 400 Boca Raton, Fl. 33062 as its agent to accept service of process within Florida.

Dated: October 9, 2002

  
Elizabeth Howard, President

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. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 9, 2002

  
Jay C. Salyer, Jr.