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From-STRAWN MONAGHAN & COHEN

561-278-9462

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Florida Department of State  
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## FLORIDA NON-PROFIT CORPORATION

Spirit At Work, Inc.

BR 1-15-03

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T. SMITH OCT 15 2002



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 13, 2003

JEFFREY L. COHEN, ESQ  
54 N.E. FOURTH AVENUE  
DELRAY BEACH, FL 33483

SUBJECT: SPIRIT AT WORK, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P02000111169) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N03000000280 with the original file date of October 15, 2002.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Stacy Prather  
Document Specialist Supervisor  
New Filings Section

Letter number: 103A00001617

**ARTICLES OF INCORPORATION  
OF  
SPIRIT AT WORK, INC.  
(a Florida Not For Profit Corporation)**

**ARTICLE I - NAME**

The name of this corporation shall be: SPIRIT AT WORK, INC. (a Florida Not For Profit Corporation).

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at the following address:

c/o Jeffrey L. Cohen  
54 N.E. Fourth Avenue  
Delray Beach, FL 33483

**ARTICLE III - GENERAL PURPOSES**

This Corporation is being organized as a corporation defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and shall be organized and operated exclusively for charitable, religious and scientific purposes; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

**ARTICLE IV - ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE V - DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation or any private individual (except that reasonable

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compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

#### ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The initial board of directors are set out below:

Jeffrey L. Cohen  
54 N.E. Fourth Avenue  
Delray Beach, FL 33483

Denise Garber  
1075 Hibiscus Lane  
Delray Beach, FL 33444

Robin Kocielko  
1260 S. Federal Highway, Suite 101  
Boynton Beach, FL 33435

The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the organizational meeting of the Board of Directors.

#### ARTICLE VII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the

Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE VIII - BYLAWS

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

#### ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

#### ARTICLE X - DURATION

The Corporation shall have perpetual existence commencing on the date on which these Articles of Incorporation are filed with the Florida Department of State.

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

The name and street address of the initial registered agent and office of the Corporation are:

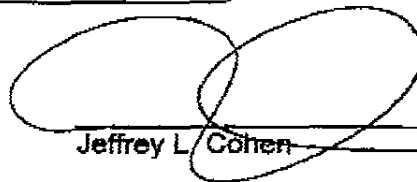
Jeffrey L. Cohen  
54 N.E. Fourth Avenue  
Delray Beach, FL 33483

#### ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of the Corporation are:

Jeffrey L. Cohen  
54 N.E. Fourth Avenue  
Delray Beach, FL 33483

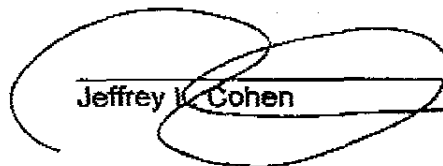
IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 15th day of October, 2002.

  
Jeffrey L. Cohen

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XI OF  
THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES  
TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
DISCHARGE OF HIS DUTIES.

Dated this 15th day of October, 2002.

  
Jeffrey L. Cohen

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