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From:
Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA NON-PROFIT CORPORATION

MANDY DAWSON CARES FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 6, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: MANDY DAWSON CARES FOUNDATION, INC.
REF: W03000016322

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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**ARTICLES OF INCORPORATION
OF
MANDY DAWSON CARES FOUNDATION, INC.**

ARTICLE I - NAME OF CORPORATION

The name of the not-for-profit corporation shall be MANDY DAWSON CARES FOUNDATION, INC.

ARTICLE II - DURATION

The not-for-profit corporation shall have a PERPETUAL existence unless dissolved according to law. Corporate existence shall commence upon filing of Articles of Incorporation with the Secretary of State for the State of Florida.

ARTICLE III - PURPOSE OF CORPORATION

- a. The not-for-profit corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provision of any future federal tax code, or (b) by any organization, 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 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 of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any 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.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name of the not-for-profit corporation's initial registered agent is Mandy Dawson. The address of this not-for-profit corporation's registered agent and principal place of business is 33 NE 2nd Street; Suite 209, Fort Lauderdale, FL 33301.

ARTICLE V - CAPITAL STOCK

This is a not-for-profit corporation and therefore it will not have capital stock.

The names and addresses of the officers and directors are as follows:

<u>Name</u>	<u>Office / Title</u>	<u>Address</u>
Mandy Dawson	President	33 NE 2 nd Street, Suite 209 Fort Lauderdale, FL 33301
Dr. Rosalind Osgood	Vice-President	33 NE 2 nd Street, Suite 209 Fort Lauderdale, FL 33301
Dr. Michele A. Dallas	Chairman	33 NE 2 nd Street, Suite 209 Fort Lauderdale, FL 33301
Terry Scott	Treasurer	33 NE 2 nd Street, Suite 209 Fort Lauderdale, FL 33301
Natacha Brown	Secretary	33 NE 2 nd Street, Suite 209 Fort Lauderdale, FL 33301

ARTICLE VI - BY-LAWS

By-Laws of this not-for-profit corporation will be herein after adopted at the first meeting of the officers and subscribers of these articles of incorporation.

ARTICLE VII - AMENDMENTS TO ARTICLES OF INCORPORATION

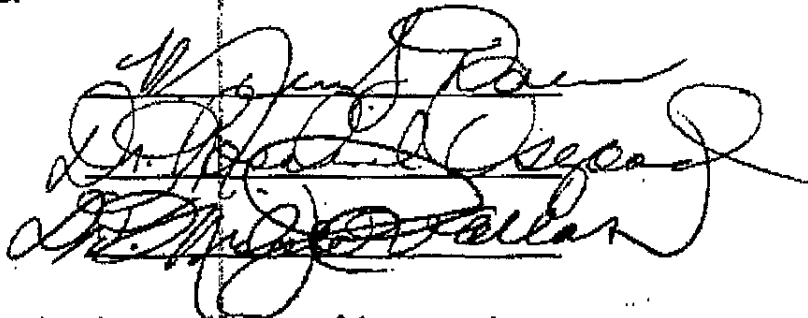
Amendments to these articles of incorporation may be proposed by a resolution from the subscribers and officers. Amendments will only become effective if a quorum of the officers and subscribers approve.

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Incorporation at Broward County, Florida for the uses and purposes aforesaid, this 5th day of June, 2003.

Mandy Dawson

Dr. Rosalind Osgood

Dr. Michele A. Dallas

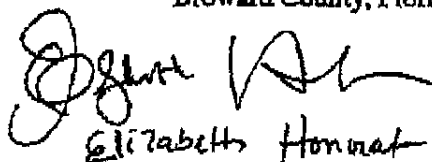


The manner of election will be stated in the minutes and by-laws of the corporation.

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared Mandy Dawson, Dr. Rosalind Osgood, Dr. Michele A. Dallas, Terry Scott and Natacha Brown, to me known to be the persons described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me according to law that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Broward County, Florida, this 5th day of June, 2003.



Elizabeth Honorat



Elizabeth Honorat
Commissioner of the State of Florida
Expires Nov. 2, 2005
Broward County
Atlantic Reading Co., Inc.

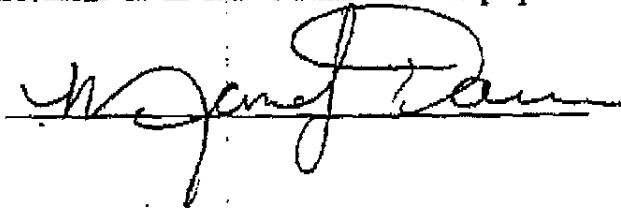
NOTARY PUBLIC
STATE OF FLORIDA

In compliance with Section 48.091 of the Florida Statutes, the following is submitted as the official name of the corporation:

MANDY DAWSON CARES FOUNDATION, INC.

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 relative to the proper and complete performance of my duties.

Mandy Dawson



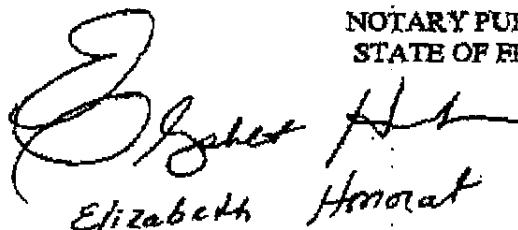
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared, Mandy Dawson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid.

This 24 day of June, 2003.

NOTARY PUBLIC
STATE OF FLORIDA



Elizabeth Honorat

Elizabeth Honorat
Commission # 10 00000
Expires Nov 1, 2005
Atlantic Bonding Co., Inc.



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TALLAHASSEE, FLORIDA