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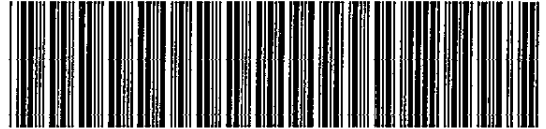
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# FERRELL SCHULTZ

*Ferrell Schultz Carter Zumpano & Fertel*

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SANTIAGO, CHILE

June 11, 2003

## VIA AIRBORNE EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Corporate Filing for childnet organization, inc.

Dear Sir/Madam:

Enclosed are the original and a copy of the Articles of Incorporation ("Articles") for childnet organization, inc. along with a check made payable to the Department of State in the amount of \$78.75 for payment for the following:

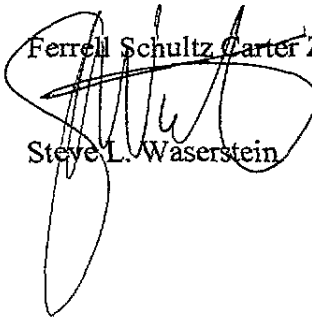
Filing fee	\$ 35.00
Registered Agent's fee	35.00
Certified copy of the Certificate of Incorporation	+ 8.75
<b>Total</b>	<b>\$ 78.75</b>

After the Articles are filed, please forward the certified copy to our office in the enclosed addressed stamped return envelope as soon as possible.

If you have any questions, please do not hesitate to call.

Sincerely,

Ferrell Schultz Carter Zumpano & Fertel, P.A.

  
Steve L. Wasserstein

SLW/nt  
Encls.

MIA70642

Affiliated Professional Association  
William L. Richey, P.A.

\*Pending Florida Bar

**ARTICLES OF INCORPORATION**

**OF**

**childnet organization, inc.**

The undersigned incorporator for purposes of forming a corporation under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be:

childnet organization, inc.

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

The principal place of business and mailing address of this corporation shall be:

201 South Biscayne Blvd.  
34<sup>th</sup> Floor  
Miami, Florida 33131

**ARTICLE III - PURPOSE**

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended ("Code"), including, for such purposes, the making of distributions to organizations that also qualify as Code Section 501(c)(3) exempt organizations. The charitable purposes shall include, but not be limited to, the following: (i) educating other charitable organizations in the United States and outside the United States how to receive the financial and other assistance such organizations need to carry out their charitable purposes as well as how to operate the organization more efficiently thereby increasing the amount of funds available for charitable purposes and (ii) raising money or other products to provide the educational services described above including via the internet, to donate to other charitable organizations, and to provide health care, food, education, and other needs to children around the world including Latin America and the Caribbean. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV - LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

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TALLAHASSEE, FLORIDA

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1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 in these Articles.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the corporation so elects, it may make such expenditures in conformity with Code Section 501(h)) and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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 U.S. income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

#### **ARTICLE V - MEMBERS/DIRECTORS**

The corporation shall have no members. The management and affairs of the corporation shall be at all times under the direction of the board of directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of members on the board of directors shall not be less than three. The directors shall be appointed or elected as provided in the bylaws of the corporation.

#### **ARTICLE VI - DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VII - DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, exclusively 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 said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII - REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent and address of the initial registered office is:

Ferrell Group Corporate Services, L.L.C.  
Attention: Secretary  
201 South Biscayne Boulevard  
34<sup>th</sup> Floor, Miami Center  
Miami, Florida 33131

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Viviana Furth  
201 S. Biscayne Blvd.  
34<sup>th</sup> Floor  
Miami, Florida 33131

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 29<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
Viviana Furth, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.*

Dated this 2<sup>nd</sup> day of June, 2003.

**Ferrell Group Corporate Services, L.L.C.,  
a Florida limited liability company**

By

  
\_\_\_\_\_  
**Steve L. Waserstein, Authorized Representative**