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Division of Corporations

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From:
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FLORIDA NON-PROFIT CORPORATION

ALABASTER, INC.

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P. 001/007



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 14, 2004

MARQUEZ & MARCELO-ROBAINA, P.A.

SUBJECT: ALABASTER, INC.
REF: W04000026770

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FAX AUDIT No.
B04000138398

**ARTICLES OF INCORPORATION
OF**

ALABASTER GROUP, INC.

(A FLORIDA not for Profit Corporation)

The undersigned, acting as Incorporator of a Corporation under the Florida not for Profit Corporation Act, Florida Statutes Chapter 617, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation is ALABASTER GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

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

6224 SW 8th Street
Miami, Florida 33144

**ARTICLE III
PURPOSE**

The general purposes for which this Corporation is organized are the following:

- A. This corporation is organized and shall operate exclusively for educational, cultural, charitable, mental health and substance abuse treatment, monitoring and supervision purposes. The primary purpose of the corporation is to provide gender specific programming, including but not limited individuals involved in the criminal justice system. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501 © (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct

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and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

1. To solicit, accept, acquire, receive and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature and description and wherever situated; and
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
3. To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledges, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages and other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift; and
5. To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but

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not limited to buying or margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

6. To contract with for profit or other not for profit entities and individuals in order to accomplish its mission and goals; and

7. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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- F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501 (c) (3) and 509 (a) (1) and 509 (a) (2) of the Internal Revenue code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV
MANNER OF ELECTION

The manner in which the Directors are elected or appointed:

The Directors of this Corporation shall be elected at the Initial Meeting of Incorporators and will hold office until said Directors will have been qualified and elected at the First Annual Meeting of Members, or until said Directors earlier resignation, removal from office or death.

ARTICLE V
INITIAL DIRECTORS AND OFFICERS

The names, addresses, and Titles of the three (3) Initial Directors

Dana L. Cormany President	14143 N. Forest Oak Circle Davie, Florida 33325
------------------------------	--

Marta P. Roman Chief Executive Officer	12445 SW 89 th Avenue Miami, Florida 33176
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Maria P. Arbucias Chief Operating Officer	739 NW 134 Place Miami, Florida 33182
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ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the Initial Registered Agent of this Corporation is
Name Address

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M. Franklyn Roman

8224 SW 8th Street
Miami, Florida

33144

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is:

Name
M. Franklyn Roman

Address
8224 SW 8th Street
Miami, Florida 33144

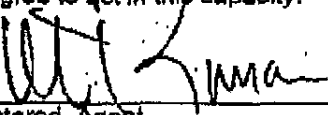
Executed at Miami, Florida, this 1st day of July, 2004.


Incorporator

DATE: July 2, 2004

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent

DATE: July 2, 2004

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