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*N04-7745*  
*BA*

**ALAYON & ASSOCIATES, P. A.**

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST, 11<sup>TH</sup> CIR & T.C.)  
EDUARDO M. SOTO (FL.)  
LOURDES M. SANCHEZ-BARCIA (FL. & FED.)

GARY S. BROOKS (FL. & FED.)\*

\*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

INGRAHAM BLDG., STE. 1135  
25 SOUTHEAST 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146

August 5, 2004

**FEDERAL EXPRESS**

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: A Better Life Foundation, Inc..**

Dear Gretchen:

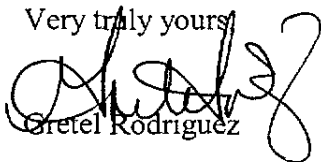
Enclosed please find the Articles of Incorporation regarding the above-referenced entity.

Please provide us with a certificate of Good Standing and send me the originals via Federal Express for next day morning delivery.

We have enclosed a check in the amount of \$78.75 for the filing fees and a self-addressed Federal Express envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,

  
Gretel Rodriguez

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**ARTICLES OF INCORPORATION**  
**OF**  
**A BETTER LIFE FOUNDATION, INC.**  
**(a corporation not-for-profit)**

The undersigned incorporator and each undersigned initial director sign and deliver these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I: NAME & PRINCIPAL ADDRESS**

The name of this corporation is:

A BETTER LIFE FOUNDATION, INC.

The principal address of the corporation is:

4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

**ARTICLE II: PURPOSE**

This is a not-for-profit corporation under Chapter 627 of the Florida Statutes. It is organized for the exclusive purposes permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency (i.e., religious, charitable, religious, scientific, literary

*Document Prepared By:*  
*Richard Alan Alayon , Esq.*  
*Alayon & Associates, P.A.*  
*Florida Bar No.: 934290*  
*4551 Ponce de Leon Boulevard*  
*Miami, Florida 33134*  
*(305) 221-2110*

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or educational purposes). The express, but not limited, purpose of this corporation is the advancement of the humankind through acts of charity and contributions of monies and time of its members to those less fortunate, thereby enhancing their quality of life. It is anticipated that the Foundation will afford food, healthcare, and other life sustaining or enhancing services to the needy.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 , as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency

Upon dissolution of the organization, its remaining 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, as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency, or shall be distributed to Federal, 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, in the county in which the principal office of the organization is then located, exclusively for such purposes.

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### **ARTICLE III: MEMBERS**

Members of this corporation shall be persons, at least one (1) of whom shall be a citizen of the United States, of Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

### **ARTICLE IV: TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

### **ARTICLE V SUBSCRIBERS**

The name and address of the incorporator and the person signing these Articles of Incorporation as subscriber is:

ANDERS HOEGH  
1105 PLACETAS AVE  
CORAL GABLES, FLORIDA 33146

### **ARTICLE VI: MANAGEMENT**

The day-to-day affairs of this corporation are to be managed by its President and Secretary and such other officers as the Board of Directors may appoint. Such officers shall serve for a period of one year or until their successors are appointed.

### **ARTICLE VII: INITIAL OFFICERS**

The following named persons shall serve as officers of this corporation for a period of one (1) year or until their successors are appointed:

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| <u>Name</u>   | <u>Officer</u> |
|---------------|----------------|
| Anders Hoegh  | President      |
| Mindy Cassell | Treasurer      |
| Joan Blackman | Secretary      |

### **ARTICLE VIII: DIRECTORS**

This corporation shall have three (3) Directors, initially. The number of Directors may be increased and, thereafter, diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

ANDERS HOEGH  
1105 PLACETAS AVE  
CORAL GABLES, FLORIDA 33146

MINDY CASSELL  
4551 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

JOAN BLACKMAN  
1105 PLACETAS AVE  
CORAL GABLES, FLORIDA 33146

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### **ARTICLE IX: ADDRESS OF INCORPORATOR**

The address of the incorporator is 4551 Ponce de Leon, Coral Gables, Florida 33134.

**ARTICLE X: NAME AND OFFICE OF REGISTERED AGENT**

The initial registered agent and street address of the initial registered office of the corporation shall be:

A & A Registered Agent, Inc.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

**ARTICLE XI: BY-LAWS**

The By-laws of this corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

**ARTICLE XII: AMENDMENTS**

Every amendment to the Articles of Incorporation shall be approved by a majority vote of the Board of Directors, proposed by the Board of Directors to the members and approved at a member's meeting by a majority of the members entitled to vote thereon, unless all of the directors and all of the members entitled to vote sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State in a manner provided by law.

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**ARTICLE XIII: MAILING ADDRESS**

The mailing address of the corporation is c/o A&A Registered Agent, Inc., 2450 S.W. 137<sup>th</sup> Avenue, Suite 221, Miami, Florida 33175.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Dade County, Florida, this 14 day of July, 2004.

Incorporator:

By: Anders Hoegh (SEAL)  
Anders Hoegh, Incorporator

STATE OF FLORIDA                    )  
                                              ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared ANDERS HOEGH, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14 day of July, 2004.

[Signature]  
Notary Public  
State of Florida at Large

My Commission Expires:

[Directors' signatures on following pages]



Gretel Rodriguez  
Commission # DD260061  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161

14  
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SECRETARY OF STATE

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By: Anders Hoegh  
Anders Hoegh

STATE OF FLORIDA                    )  
                                          ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared ANDERS HOEGH, to me known to be the person described as a Director and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14<sup>th</sup> day of July, 2004.

[Signature]  
Notary Public  
State of Florida at Large

My Commission Expires:



Gretel Rodriguez  
Commission # DD26006  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161

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By: Mindy Cassell  
Mindy Cassell

STATE OF FLORIDA                    )  
                                              ) SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared MINDY CASSELL, to me known to be the person described as a Director and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 15<sup>th</sup> day of July, 2004.

Gretel Rodriguez  
Notary Public  
State of Florida at Large

My Commission Expires:



Gretel Rodriguez  
Commission # DD260061  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161

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TALLAHASSEE, FLORIDA

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By: [Signature]  
Joan Blackman

STATE OF FLORIDA            )  
                                      ) SS:  
COUNTY OF MIAMI-DADE    )

BEFORE ME, a Notary Public, personally appeared JOAN BLACKMAN, to me known to be the person described as a Director and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14<sup>th</sup> day of July, 2004.

[Signature]  
Notary Public  
State of Florida at Large

My Commission Expires:



Gretel Rodriguez  
Commission # DD260061  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161

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**CERTIFICATE DESIGNATING OFFICE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE, AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

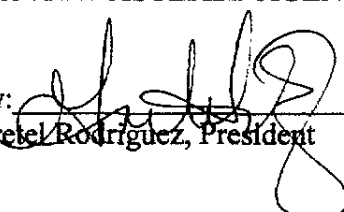
That A BETTER LIFE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, at 4551 PONCE DE LEON BOULEVARD, MIAMI, FLORIDA 33146, has named A&A REGISTERED AGENT, INC., located at 2450 S.W. 137<sup>TH</sup> Avenue, Suite 221, Miami, Florida 33175, as its registered agent to accept service of process within the State.

**ACKNOWLEDGEMENT:**

Having been named the registered agent for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity.

Dated this 4<sup>th</sup> day of July, 2004.

A & A REGISTERED AGENTS, INC.,

By:   
Gretel Rodriguez, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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