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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

step by step foundation, inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$78.75

09-29-04

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ARTICLES OF INCORPORATION

OF

STEP BY STEP FOUNDATION, INC.

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **STEP BY STEP FOUNDATION, INC.**

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 6380 ALLISON ROAD, MIAMI BEACH, FL 33141.

ARTICLE III

The specific purpose for which the corporation is organized: Our mission is to care for unfortunate children, ages 0 to 12, by supporting a variety of programs targeted toward helping abused and neglected children. We are committed to improving the children's quality of life by raising funds and creating public awareness of the key issues that affect them world-wide.

ARTICLE IV

The manner in which the directors are elected or appointed shall be stated in the bylaws.

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CONFIDENTIAL
ALLAHASSEE, FL 32009

ARTICLE V

The name and street address of the initial registered agent shall be:
CARLOS M. FARAH, 999 PONCE DE LEON BLVD., SUITE 625, CORAL
GABLES, FL 33134.

ARTICLE VI

The name and address of the initial board of directors and officers shall be:

DIRECTOR/PRES

LILIANE STRANSKY

6380 ALLISON ROAD
MIAMI BEACH, FL 33141

DIRECTOR/SEC/TREAS

ELIZABETH SANCHEZ

1111 BISCAYNE BLVD. # 407
MIAMI, FL 33181

DIRECTOR

VILMA BIAGGI

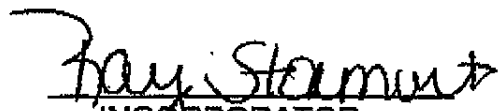
6605 ALLISON ROAD
MIAMI BEACH, FL 33141

ARTICLE VIII

The name and street address of the incorporator of these Articles of
Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned incorporator has executed these Articles of Incorporation
this 29th Day of September, 2004.


INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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

STEP BY STEP FOUNDATION, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Carl Fench

REGISTERED AGENT

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