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FLORIDA NON-PROFIT CORPORATION

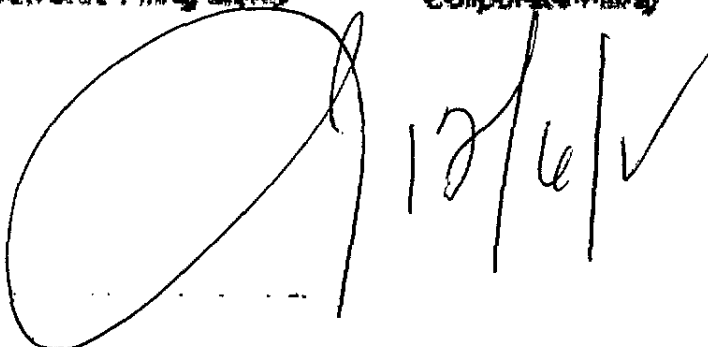
Charities for Children, Inc.

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**ARTICLES OF INCORPORATION
OF
CHARITIES FOR CHILDREN, INC.
A Florida Not For Profit Corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: Charities for Children, Inc.

ARTICLE II PRINCIPAL OFFICE

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

777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33407

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ARTICLE III PURPOSES

1. Charities for Children, Inc. (the "Corporation") is organized to benefit disadvantaged children. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

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4. Notwithstanding any other provision of these articles, the Corporation 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 Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

Robert Tomson
825 Parkway Plaza, Suite 7
Jupiter, FL 33477

Chandra Bill
1100 Banyan Blvd.
West Palm Beach, FL 33401

William Hyland
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

Tommy Mayes
3601 PGA Blvd., Suite 200
Palm Beach Gardens, FL 33410

James Sahnger
3727 S.E. Ocean Blvd., Suite 202
Sewalls Point, FL 34996

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ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

William Hyland
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator are:

William Hyland
777 South Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

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.


William Hyland

Date: December 3, 2004


William Hyland, Incorporator

Date: December 3, 2004

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