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FLORIDA PROFIT/NON PROFIT CORPORATION

the empathy federation, inc.

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6/27/07

**Articles of Incorporation
of
The Empathy Federation, Inc.
A Non-Profit Corporation**

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Pursuant to the provision of the Florida Not for Profit Corporation Act, the undersigned incorporator hereby adopts the following Articles of Incorporation:

Article 1 - Name

The name of this corporation is The Empathy Federation, Inc.

Article 2 - Registered Agent & Registered Office

The name and address of the registered agent and registered office of this corporation is:
Charlotte E. Karlan, 1031 Ives Dairy Rd., #228, Miami, FL 33179.

Article 3 - Purpose

The purpose of the corporation is to work for a better world through the advancement of empathy.

Article 4

The number of initial directors of this corporation shall be three or such larger number as is stated in the by-laws of the corporation. The method of election of the directors will be stated in the by-laws of the corporation.

Article 5

The name and address of the incorporator of this corporation is:
Charlotte E. Karlan, 1031 Ives Dairy Rd., #228, Miami, FL 33179

Article 6

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: to be set forth in the corporate bylaws.

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Article 7

The corporation is organized exclusively for the exempt purposes set forth in §501(c)(3) of the Internal Revenue Code, including but not limited to charitable, educational, scientific, and literary purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article 3 hereinabove.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, 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.

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 federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 8

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 of the county in which the principal office of the corporation is 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.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



Charlotte E. Karlan, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN FLORIDA
AND
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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In compliance with §617.0202(1)(f) and §617.0501(3), *Florida Statutes*, the following is submitted:

The Empathy Federation, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business situated at 1031 Ives Dairy Rd., #228, Miami, FL 33179, has named Charlotte E. Karlan as the registered agent to accept service of process within the State of Florida.

7/26/07
DATED

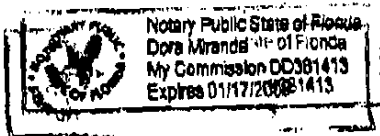

CHARLOTTE E. KARLAN, *Incorporator*

Having been named to accept service of process for the above-named corporation which is located at 1031 Ives Dairy Rd., #228, Miami, FL 33179, I hereby accept the designation of registered agent for the corporation and hereby agree to act in this capacity. I hereby state that I am familiar with and accept the obligations of this position of registered agent and will comply with the provisions of all statutes relative to the proper performance of my duties.


CHARLOTTE E. KARLAN, *Registered Agent*
1031 Ives Dairy Rd., #228, Miami, FL 33179
Phone: 305-914-5677. Fax: 305-914-5676

STATE OF FLORIDA }
} ss:
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me on this 26th day of June, 2007 by Charlotte E. Karlan, who personally appeared at the time of notarization and who is personally known to me.




Notary Public of the State of Florida