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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Charles S. Domina

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E-mail: charlesdomina@comcast.net

March 28, 2009

DEPARTMENT OF STATE
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Give A Head A Hand, Inc.

To whom it may concern,

In conjunction with the filing of the articles of the above referenced non-profit corporation, please find enclosed the following:

1. One original and one copy of the articles of incorporation and appointment of resident agent for service of process.
2. A check, in the amount of seventy eight dollars and 75 cents (\$78.75) for for filing fees, payable to the Florida Dept. of State.
3. A self addressed, stamped envelope, for your convenience.

I trust that all is in order, however, if there is anything further to be done, please so advise.

Sincerely yours,



Charles S. Domina

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ARTICLES OF INCORPORATION
OF
GIVE A HEAD A HAND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, acting as incorporator of a nonprofit corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation.

FIRST: the name of the nonprofit corporation shall be GIVE A HEAD A HAND, INC. (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

SECOND: The place in this State where the principal office of the Nonprofit Corporation is to be located is 11403 SW 133rd Place, Miami, FL 33186.

THIRD: The objects and purposes of the Nonprofit Corporation and the powers which it may exercise are as follows:

1. The Nonprofit Corporation is organized exclusively for the purpose of engaging in all charitable, scientific or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any being hereafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the laws of the State of Florida may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501 (c) (3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.
2. Without in any way limiting the foregoing purposes, the Nonprofit Corporation is organized to acquire monies and resources for the funding, supporting, aiding and equipping of surgical and general medical teams, originating in the United States of America, to be sent to Haiti, to treat children in that country.
3. To the extent permitted by Section 501 (c) (3) of the Code and the Treasury Regulations promulgated thereunder, the Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Florida Nonprofit Corporation Act or by any other laws of the State of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the

activities or purposes of the Nonprofit Corporation including, but not limited to the following powers:

- (a) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, forest and sell real property or any interest therein and to construct, maintain and operate improvements thereon;
- (b) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;
- (c) to retain any property, investments or securities originally received by the corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;
- (d) to borrow and lend money to or from any person, persons, firm, business, partnership or corporation, with or without security and if with security, with such security as the directors of the Nonprofit Corporation deem proper or appropriate and in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Nonprofit Corporation's property;
- (e) to convert real property owned by the Nonprofit Corporation into personal property and personal property into real property;
- (f) to improve or cause or permit real property to be improved and to abandon any property which the directors of the Nonprofit Corporation deem to be without substantial value;
- (g) to perform all, other acts and things which may be incidental to and become legitimately within the scope of any and all of the objects and purposes of the Nonprofit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Nonprofit Corporation and to have and exercise all rights and powers now conferred on corporations not of a business character under the laws of the State of Florida.

FOURTH: The Nonprofit Corporation will not have members.

FIFTH: The number of directors constituting the initial Board of directors is 6 and the names and addresses of the persons who are the initial Board of Directors of the Nonprofit Corporation are as follows:

NAME	ADDRESS
John Raghab, MD	3215 SW 62 nd Avenue Suite 3109 Miami, FL 33155
Cathy Raghab, RN	3215 SW 62 nd Avenue Suite 3109 Miami, FL 33155
Ann McNeil, RN	3215 SW 62 nd Avenue Suite 3109 Miami, FL 33155
Carolyn W. Domina, RN	11403 SW 133 rd Place Miami, FL 33186
Marcia Socorra, MSW	2121 North Bayshore Drive Apt. 415 Miami, FL 33137
Charles S. Domina	11403 SW 133 rd Place Miami, FL 33186

The number of directors constituting the board of directors of the Nonprofit Corporation thereafter shall be 6 and a change in the number of directors shall be made only by amendment of the bylaws.

SIXTH: The members of the initial board of directors shall hold office until the first annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter the directors of the Nonprofit Corporation shall be elected in the manner and for the term specified in the bylaws of the Nonprofit Corporation.

SEVENTH: Any member of the board of directors may be removed from office, without cause by the affirmative vote of a majority of the directors of the Nonprofit Corporation.

EIGHTH: No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit 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 above in Article Third hereof. No substantial part of

the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Nonprofit 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 Nonprofit Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a corporation, contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

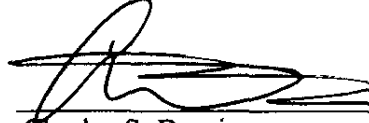
NINTH: Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation is then 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.

TENTH: The address of the initial registered office of the Nonprofit Corporation is 11403 SW 133rd Place, Miami, FL 33186 and the name of its initial registered agent at such address is Charles S. Domina.

ELEVENTH: The name and address of the initial incorporator is Charles S. Domina, 11403 SW 133rd Place, Miami, FL 33186

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of March, 2009.

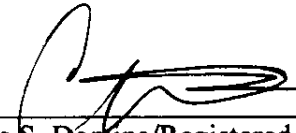
INCORPORATOR:



Charles S. Domina

.....
(See following page for acceptance of appointment by registered agent)

Having been named as registered agent to accept service of process for GIVE A HEAD A HAND, INC. (A Florida non-profit corporation) at 11403 SW 133rd Place, the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Charles S. Domina/Registered Agent

March 26, 2009
Date



Charles S. Domina/Incorporator

March 26, 2009
Date

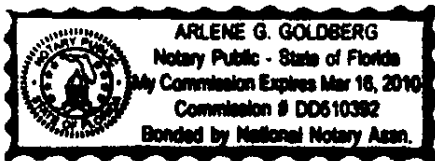
STATE OF FLORIDA)
)
COUNTY OF DADE)

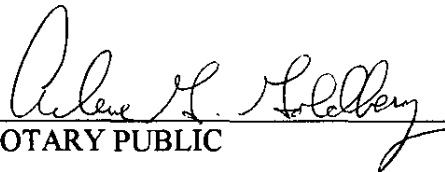
BEFORE ME, a Notary Republic authorized to take acknowledgements in this State
and County set forth above, personally appeared

CHARLES S. DOMINA

known to me and known by me to be the person who executed, as Incorporator, these
foregoing Articles of Incorporation of GIVE A HEAD A HAND, INC., A Florida
corporation, not for profit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid, this 26th day of March, 2009.




NOTARY PUBLIC

My commission expires: 3-16-10

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TALLAHASSEE, FLORIDA