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WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 101 GABLES INTERNATIONAL PLAZA

2855 LEJUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-6411

TELEFAX (305) 446-9206

December 15, 1994

CHARLES P. BACHER, P.A.
MICHAEL R. JENNS, P.A.
DAVID R. THARR, P.A.
WAYNE T. GILL, P.A.
NICHOLAS F. CHRISTIN, P.A.
NICHOLAS P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES D. MIDMAN, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
LAWRENCE D. SMITH
JOHN P. JOY
JOHN W. MCLUSKEY
GREGORY J. WILLIS
BETH J. LEAHY
ROBERT J. STRONIN
DEBORAH C. MOORE
MAHLA A. MUDANO
RICHARD G. ROSENBLUM
ROBERTA J. KAHN
JOHN D. WHITE, III
G. BART BILBROUGH
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER

ANTHONY A. BALASSO
ROBERT L. TEITLER
GREGORY T. MARTINI
HARVEY D. GINSBURG
ROBERT M. DONLON

DEOFFREY B. MARKS
ALLISON B. CHITTEM
JULIAN L. RICE
PATRICK J. TOOMEY, JR.
PAUL S. MARTIN
AMY L. SMITH
FRANK J. TADDEO
GENE P. KISSANE
GREGORY W. COLEMAN
SCOTT A. COLE
WILLIAM D. HERSMAN
LAWRENCE D. KING
LAURA M. CASTILLO
CHARLES S. BACHER
GEORGE W. RUSH, JR.
KURT A. WYLAND
SUSAN R. KENT
LISA TORRON-BAUTISTA
RIP O. LABBNER
NANCY C. VALCANCE
DAVID S. TADROS
JOSEPH P. CINNEY
RHETT P. DOVE, III

OF COUNSEL

LAURENCE A. SCHROEDER
SAMUEL O. CARSON
WILLIAM J. GRAY, P.A.
CARL E. JENKINS, P.A.
MARTIN E. SEGAL, P.A.

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1813-1970)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

200001357152
-12/19/94--01109--018
****122.50 ****122.50

Re: Doing Good, Inc.
Articles of Incorporation
Our File No. 2700-66

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

FILED
95 JAN -3 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN - 3 1995

789, 2295, 67/
W94-26993

Corporate Records Bureau
December 15, 1994
Page 2

Thank you for your attention to this matter.

Very truly yours,


Martin E. Bogal, P.A.

MES:kfp

Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 1994

MARTIN E. SEGAL, P.A.
SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: DOING GOOD, INC.
Ref. Number: W94000026993

We have received your document for DOING GOOD, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 694A00053838

WALTON LANTAFF SCHROEDER & CARSON

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2655 LEJUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-6411

TELEFAX (305) 446-9206

December 28, 1994

CHARLES P. SACHS, P.A.
MICHAEL M. JEFFERS, P.A.
DAVID R. THARR, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
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Ms. Doris Brown
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: Doing Good, Inc.
Our File No. 2700-66

Dear Ms. Brown:

In accordance with your letter of December 20, 1994, a copy of which is enclosed, I have made the required revisions to Page 4 of the Articles of Incorporation and return herewith the original and one (1) copy of same for further processing.

Thank you for your attention to this matter.

Very truly yours,


Martin E. Segal, P.A.

MES:kfp

Enclosures

FILED
95 JAN -3 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOING GOOD, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

DOING GOOD, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

2655 LeJeune Road, Suite 1101
Coral Gables, Florida 33134

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To create an organization of caring people who try to help fulfill the wishes of those in genuine need - all year round.

(2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions, membership dues and sales of promotional merchandise.

(3) To make contributions to any organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, with the exception of the organization testing for public safety.

ARTICLE IV
CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons connected with the corporation.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1986, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board shall deem advisable, subject

to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

ARTICLE VII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII MEMBERSHIP

The members of the corporation shall consist of the person signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors; and such other persons or organizations as may become members in accordance with the corporation's Membership Program.

ARTICLE IX SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAMEADDRESS

Martin E. Segal

2655 LeJeune Road, Suite 1101
Coral Gables, FL 33134ARTICLE X
OFFICER

(1) The affairs of the corporation will be managed by the President and such other officers with such powers and duties as may later be appointed and determined by the Board of Directors.

(2) The officers of the corporation shall be appointed at the annual meeting of the Board of Directors of the corporation.

(3) The name and address of the officer of the corporation who is to serve until the first appointment under these Articles of Incorporation is as follows:

NAMEOFFICEADDRESS

Martin E. Segal

President

2655 LeJeune Road, #1101
Coral Gables, FL 33134ARTICLE XI
DIRECTORS

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) nor more than five (5) directors, who shall be elected in accordance with the By-Laws.

(2) The names and addresses of the Directors until the first election of the Board of Directors are as follows:

NAMEADDRESS

Martin E. Segal

2655 LeJeune Road, #1101
Coral Gables, FL 33134

Yolande M. Rodier

2899 Collins Ave., #PH-K
Miami Beach, FL 33146

Cornelia S. Rappoport

10920 S.W. 116th Ave.
Miami, FL 33176ARTICLE XII
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this corporation shall be adopted by the vote of the majority of the Board of Directors of the corporation. The By-Laws of the corporation shall be amended by the action of a majority of the Board of Directors of the corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

WALTON LANTAFF SCHROEDER & CARSON

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, Doing Good, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Martin E. Segal, P.A. as its initial Registered Agent who is located at such address.

ARTICLE XIV
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all 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 charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

ARTICLE XV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 the following provisions shall become operative:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

WITNESS MY HAND AND SEAL THIS 15th day of December, 1994.

M. E. Segal (SEAL)
MARTIN E. SEGAL

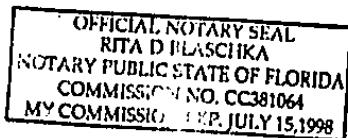
STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority, personally appeared MARTIN E. SEGAL, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 15th day of December, 1994.

Rita D. Blaschka
Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF RESIDENT AGENT

FILED
95 JAN -3 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for Doing Good, Inc., at place designated in ARTICLE XIII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Atty Gen P.A. (SEAL)
Resident Agent