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4830 WEST KENNEDY BLVD.
SUITE 355
TAMPA FL 33609

PLEASE REPLY TO MIAMI

SHERIDAN WEISSENBORN
(Voice Mail Ext. 12)

N95000000023

December 28, 1994

Florida Department of State
Division of Corporations
Tallahassee, Florida

Re: ARTICLES - THE KINDNESS SOCIETY

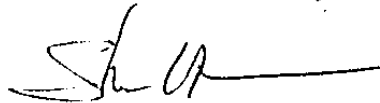
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12/29/94 - 01039 - 002
10:11:50 11:11:50

Dear Sir or Madam

Please return the filed copy of the Articles of Incorporation in the referenced matter along with AMEC Center Annual Reports, requests of which are enclosed in this package.

Thank you.

Very truly yours,



Sheridan K. Weissenborn

SKW:jjc

BR 11/3/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
THE KINDNESS SOCIETY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is THE KINDNESS SOCIETY, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 Court of Common Pleas of the county in which the principal office of the 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.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 201 Alhambra Circle, Suite 302, Coral Gables, Florida 33134-5102, and the name of the initial registered agent at such address is Sheridan K. Weissenborn.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is 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

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Sheridan K. Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102

Lee Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102

Steve Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102

ARTICLE IX

The names and addresses of the initial incorporators are as follows:

Sheridan K. Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102

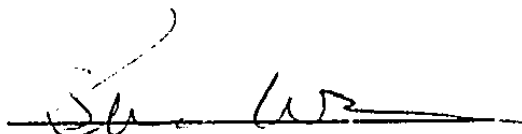
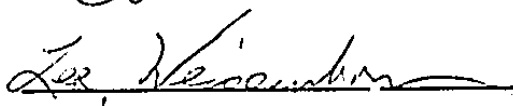

Lee Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102

Steve Weissenborn

201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134-5102


IN WITNESS WHEREOF, the undersigned have made and subscribed to these
Articles of Incorporation at _____, Dade County, Florida, on
this 28th day of December, 1994.

STATE OF FLORIDA

COUNTY OF DADE

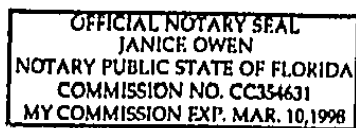
The foregoing instrument was acknowledged before me this 28th day of December, 1994.



Notary Public
State of Florida

(SEAL)

My Commission Expires:



**CERTIFICATE DESIGNATING PL
SERVICE OF PROCESS WITHIN
PROCE:**

**BUSINESS OR DOMICILE FOR THE
THE NAMING AGENT UPON WHOM
JERVED.**

The following is submitted in con

in Chapter 48.091, Florida Statutes.

INC.
THE KINDNESS SOCIETY, a n corporation organizing under the laws of
the State of Florida with its principal office located at 201 Alhambra Circle, Suite 502,
Coral Gables, Florida 33134-5102, hereby designates Sheridan K. Weissenborn, as its
agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open
during prescribed hours; to put my name (and any other officers of said corporation
authorized to accept service of process at the above designated address) in some
conspicuous place in the office as required by law.

[Signature]

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared Sheridan K.
Weissenborn, who, after being duly sworn, deposes and says that the facts and matters
contained above are true and correct and that she has executed the same for the
purpose expressed therein.

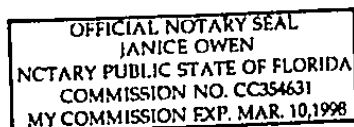
WITNESS my hand and official seal in the County and State last aforesaid this
28th day of ~~October~~ *December* 1994.

[Signature]

Notary Public
State of Florida

(SEAL)

My Commission Expires:



FILED
94 DEC 29 PM 9 45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE