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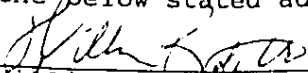
March 17, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
MAR 21 1995
TALLAHASSEE, FLORIDA

SUBJECT: THE W. H. ROBERTS FOUNDATION, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please forward the certified copy of the articles to the below stated address.



William H. Roberts

3340 S.W. 32nd Avenue
Miami, FL 33133
(305) 444-0151

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ARTICLES OF INCORPORATION
OF
THE W. H. ROBERTS FOUNDATION, INC.

The undersigned, acting as incorporator to form a corporation not-for profit, pursuant to the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

THE W. H. ROBERTS FOUNDATION, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless dissolved pursuant to Florida law.

ARTICLE III - PURPOSE

1. This not-for-profit corporation is organized and operated exclusively for the following charitable purposes:

To develop and fund programs that contribute to the fight against birth defects and paralysis.

To develop and fund programs geared toward the academic, cultural and social enhancement of underprivileged and innercity youth.

2. The Corporation is organized and shall be operated exclusively for purposes which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and the corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers; and if it dissolves, the corporation's assets are to be transferred to another charitable organization.

3. The exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE IV - POWERS AND LIMITATIONS OF POWERS

1. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

2. Limitations of Powers: Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article III of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator of the Corporation is:

William H. Roberts 3340 S.W. 32nd Ave., Miami, FL 33133.

ARTICLE VI - DIRECTORS

1. The initial Board of Directors shall consist of three(3) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three(3).

2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
William H. Roberts	3340 S.W. 32nd Avenue, Miami, FL 33133
Cleveland Roberts, Jr.	1540 N.W. 203rd St., Miami, FL 33169
Cleveland Roberts, III	1350 N.W. 182nd St., Miami, FL 33169

4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VII - OFFICERS

1. The affairs of the Corporation are to be managed by a President, Vice President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

3. The names of the officers who are to serve until the first election under these Articles are:

<u>OFFICE</u>	<u>NAME</u>
President	William H. Roberts
Vice President	William H. Roberts
Secretary	William H. Roberts
Treasurer	William H. Roberts

ARTICLE VIII - BY-LAWS

1. The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

ARTICLE IX - AMENDMENT

1. Amendments to these Articles of Incorporation may be proposed by any Board member and must be adopted by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

ARTICLE X - PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 3340 S.W. 32nd Avenue, Miami, FL 33133. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of this Corporation shall be Leonardo D. Starke.

3. The initial Registered Office shall be 3340 McDonald Street, Miami, FL 33133

ARTICLE XI - DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

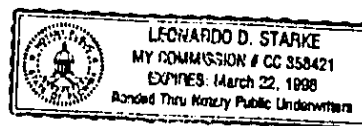
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this ____ day of March, 1995, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

[Signature]
Incorporator

SWORN TO AND SUBSCRIBED before me this 15th day of March, 1995.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT

OF

THE W. H. ROBERTS FOUNDATION, INC.

Pursuant to Florida Statutes, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3340 S.W. 32ND AVE., Miami, FL 33133 has named Leonardo D. Starke, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for THE W. H. ROBERTS FOUNDATION, INC., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Leonardo D. Starke

Date: 3/13/75