

26/95 FLORENCE DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS MIAMI
DEPARTMENT OF STATE 4437 SHERIDAN AVE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI BEACH FL 33140-0000
CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TRIUMPH FOUNDATION INC.
FAX AUDIT NUMBER: H95000008253
DATE REQUESTED: 07/26/1995
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(((H95000008253)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

To whom it may concern;

Please MAIL the certificate to:

Corporate Creations
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

RECEIVED

95 JUL 31 AM 11:15

DIVISION OF CORPORATIONS

7/31

TALLAHASSEE, FLORIDA

95 JUL 31 AM 11:54

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Articles of Incorporation of Triumph Foundation Inc.

Article I. Name

The name of this Florida not-for-profit corporation is Triumph Foundation Inc.

Article II. Address

The mailing address of the Corporation is:

Triumph Foundation Inc.
2716 South Dixie Highway
West Palm Beach, FL 33405

Article III. Purpose

The Corporation is organized to provide services and living quarters to recovering alcoholics and drug addicts and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 872-0688

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Maria Diaz
Renee Kessler
Scot Armstrong

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of July 31, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on
July 31, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0688

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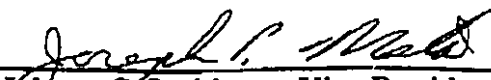
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Triumph Foundation Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.



Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as attorney-in-fact

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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N95000003603

August 8, 1997

Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
97 AUG 12 AM 10:03

To who it may concern:

Attached please find Check #2272 for \$35.00 and a copy of my letter of resignation from The Triumph Foundation Inc. Corporate # N95000003603. As you can see I have resigned my director position effective August 1, 1997 and would like to see my name removed from your records.

Please Mail confirmation of such actions to my address 444 Monroe Dr., West Palm Beach, FL 33405 as well as confirmation to the Foundation.

Thank you for your attention in this matter. If you have any questions you can reach me at 561/371-3336.

Sincerely,



Maria Diaz

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*****35.00 *****35.00

1st message
c068 The Triumph
Foundation
Inc.

610 Resignation
8/12/97

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DIVISION OF CORPORATIONS
97 AUG 12 AM 10:03

July 29, 1997

The Triumph Foundation Inc.
2716 South Dixie Hwy.
W. Palm Beach, FL 33405

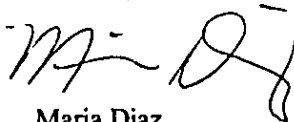
Board of Directors:

Circumstances require that I resign my position as director of The Triumph Foundation, effective August 1, 1997.

Recent personal difficulties have created more demands on my non-professional hours. As a result, I cannot continue to fulfill the role of director and I feel that I am shortchanging the Foundation.

The opportunity for growth and continuing challenges offered in these past couple of years have been of great personal and professional value to me. I will miss the personal closeness and consideration shown by all members of the company.

Sincerely,



Maria Diaz