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GEIGER, KASDIN, HELLER & KUPERSTEIN, INC. F. CORPORATION: # 1 / 8

N9500003752

8/4/95

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

FAX: (904) 922-4000

((H95000008599))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: TEAM MATES FOR LIFE, INC.

FAX AUDIT NUMBER: H95000008599

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/04/1995

TIME REQUESTED: 15:24:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

21 AUG 1995
DEALING

Prep

15/94

SENT BY:

8- 7-95 : 10:46 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 3



FLORIDA DEPARTMENT OF STATE
Sandra B. Morahan
Secretary of State

August 7, 1995

GEIGER KASDIN HELLER & KUPERSTEIN

MIAMI, FL

SUBJECT: TEAM MATES FOR LIFE, INC.
REF: W95000015796

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6534.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008599
Letter Number: B95A00036816

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

RECEIVED

95 AUG -7 AM 11:13

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GEIGER, KASDIN, HELLER, KUPFERSTEIN, CHAMES & WEIL, P.A.
1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131
(305) 372-5000
(305) 372-0552 (Fax)

IMPORTANT: THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

DATE: August 7, 1995

TO: Loria Poole FAX: 904-922-4000

FROM: Eather Hellwig

RE: Team Mates For Life, Inc.

CLIENT #: 29821.201

Number of Pages (including cover page): 3

Transmitted by: Eather

PLEASE CALL (305) 372-5000 if you experience any problems with this transmission.

ADDITIONAL COMMENTS: Attached is the revised first page of the Articles of Incorporation as per your request.

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8- 7-95 : 10:46 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 3

FA#: H95-8599

**NON-PROFIT ARTICLES OF INCORPORATION
OF
TEAM MATES FOR LIFE, INC.**

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

FILED
95 AUG - 7 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be TEAM MATES FOR LIFE, INC.

**ARTICLE II
PRINCIPAL OFFICE OF BUSINESS AND MAILING ADDRESS**

The principal office and mailing address of the corporation shall be: 1445 Alton Road, Miami Beach, Florida 33139.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

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

(1) Exclusively charitable and educational, and solely in furtherance of such purposes, the corporation shall apply its income, and any and all of its principal to; provide group recreational activities for seriously ill children and their families; provide publications, on a not-for-profit basis, dealing with the medical, educational, and any other aspects of such illnesses; and provide various motivational programs to promote healthy life styles for children with life-threatening illnesses and their families.

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

Keith J. Blum, Esq.
Geiger, Kasdin, Heller, Kuperstein,
Chames & Weil, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar No.: 879185

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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, 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 the purposes set forth in Article III hereof.

(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 §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 §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

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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 of Directors 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 §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 §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 §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 Dade County in the State of Florida of the United States of America, 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 Corporation shall have no members, other than the Board of Directors of the Corporation, who shall be considered members under Florida Statute §617.0601. No member shall have any right to vote, except as their right to vote as a member of the Board of Directors

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8- 4-85 : 15:49 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 5/ 8

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of the Corporation.

ARTICLE IX INCORPORATORS

The name and address of each Incorporator of these Articles of Incorporation are as follows:

NAME	ADDRESS
DAVID CHAPMAN	1445 Alton Road Miami Beach, FL 33139.

ARTICLE X OFFICERS

(1) The affairs of the corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may 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 names and addresses of the officers of the corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

NAME	OFFICE	ADDRESS
DAVID CHAPMAN	Pres/Sec/Trea	1445 Alton Road Miami Beach, FL 33139

ARTICLE XI DIRECTORS

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than 3 nor more than 9 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:

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8- 4-85 : 15:49 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 6/ 8

FA#: H95-8599

NAME

ADDRESS

DAVID CHAPMAN

1445 Alton Road
Miami Beach, FL 33139

SUZANNE CHAPMAN

1445 Alton Road
Miami Beach, FL 33139

ANNA ASHLEY

14895 N.E. 18th Avenue, #6M
North Miami, FL 33181

ARTICLE 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.

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 1445 Alton Road, Miami Beach, Florida 33139, and the name of the initial Registered Agent of this Corporation at that address is DAVID CHAPMAN.

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 §501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors.

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ARTICLE XV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the corporation is a private foundation as defined in §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 §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 §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 §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 §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 §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned Incorporators have executed these Articles of Incorporation this 4th day of AUGUST, 1995.



DAVID CHAPMAN, Incorporator

FA#: H95- 8599

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FA#: H95 8599

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

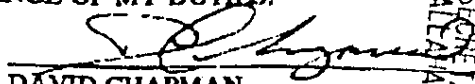
THAT TEAM MATES FOR LIFE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED DAVID CHAPMAN
LOCATED AT 1445 ALTON ROAD, MIAMI BEACH, DADE COUNTY, FLORIDA 33139,
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

DATE: 08/04 1995



DAVID CHAPMAN, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



DAVID CHAPMAN

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4th day of AUGUST, 1995,
by DAVID CHAPMAN [name of officer or agent, title of officer or agent] of TEAM MATES FOR LIFE, INC.
[name of corporation], a Florida Corporation [state or place of incorporation], on behalf of the corporation. He/she is
personally known to me or has produced DL5576553 [type of identification] as identification.



Notary Public, State of Florida

Print, Type or Stamp Commission

Name of Notary Public:

My Commission Expires:



ESTHER HELLER
My Commission 00447022
Expires Mar. 22, 1998
Bonded by HAI
800-422-1546

FA#: H95- 8599