

1201 HAYS STREET

TALLAHASSEE, FL 32301

904/22-9171

904/22-0111 FAX

800-352-8086

CSC networks

PROTECT ALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 7210000032

REFERENCE : 760731 83086A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 131.25

ORDER DATE : December 9, 1995

ORDER TIME : 8:43 AM

ORDER NO. : 760731

100001658461

CUSTOMER NO: 83086A

CUSTOMER: Ms. Iris Arauz
PALMER & PALMER

Suite 240
1550 Madruga Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: THE CATHOLIC PRAYER BREAKFAST,
INC.

XX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

FILED
95 DEC 11 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 23 1996

634, 615, 612



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1995

use date

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE CATHOLIC PRAYER BREAKFAST, INC.
Ref. Number: W9500024122

We have received your document for THE CATHOLIC PRAYER BREAKFAST, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

- ① According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.
- ② The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.
- ③ The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document. *See page 3*

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00053560

RECEIVED
96 JAN 22 12 11:06
DIVISION OF CORPORATIONS

*2/1/96
1/21/96
1/21/96*

resubmit

ARTICLES OF INCORPORATION
OF

THE CATHOLIC PRAYER BREAKFAST, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
95 DEC 11 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, all being natural persons competent to contract, hereby file these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: THE CATHOLIC PRAYER BREAKFAST, INC. and the Principal Address is: 11240 S.W. 112 Terrace, Miami, Fl 33176.

THE CATHOLIC PRAYER BREAKFAST, INC.

ARTICLE II. PURPOSES

Section 1: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United State Internal Revenue Law).

Section 2: Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation are to promote Christian fellowship among its members to carry Gospel values into the respective workplaces of the members, and to network with other Catholic men and women.

ARTICLE III. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and power in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporation under the laws of the State of Florida.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation

may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code and specified in Section 3 below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3: Upon the dissolution of the Corporation, the Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3), Section 170(c)(2), and Section 509(a)(1) or (2) of the Code or corresponding Sections of any prior or future Internal Revenue Code, as the Trustees in their sole discretion shall select, or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE V. INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Gerry Pecknold	18749 South Dixie Highway Miami, FL 33157
Martin Thiry	7520 S.W. 53 Place Miami, FL 33143
William P. VanderWyden	11240 S.W. 112 Terrace Miami, FL 33176
Pedro Toro	5971 S.W. 87 Street Miami, FL 33143

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. MEMBERSHIP

Unless changed by an amendment to these Articles of Incorporation, the members of this Corporation shall be:

Gerry Pecknold	18749 South Dixie Highway Miami, FL 33157
Martin Thiry	7520 S.W. 53 Place Miami, FL 33143
William P. VanderWyden	11240 S.W. 112 Terrace Miami, FL 33176
Pedro Toro	5971 S.W. 87 Street Miami, FL 33143

The following concerning membership in the Corporation shall be addressed in the Bylaws:

1. The manner of termination of membership in the Corporation, the rights upon termination of membership, of the corporation, the terminated members and the remaining members.
2. The transferability or non-transferability of membership.
3. If the corporation is to have one or more classes of members, provisions designating the class or classes of the members and stating the qualifications and rights of the members of each class.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1: The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2: The names and addresses of the persons who are to serve as the initial Trustees of the Corporation are:

Gerry Pecknold	18749 South Dixie Highway Miami, FL 33157
Martin Thiry	7520 S.W. 53 Place Miami, FL 33143
William P. VanderWyden	11240 S.W. 112 Terrace Miami, FL 33176

Padro Toro

5971 S.W. 87 Street
Miami, FL 33143

Section 3: The number of Directors of the Corporation shall be not less than three (3) nor more than five (5). The number may be changed from time to time as provided in the Bylaws.

Section 4: Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE IX. OFFICERS

Section 1: The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: The Corporation shall indemnify against liability to the fullest extent authorized or permitted by the provisions at 607.028 Fla. Stat., as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article XI is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of 607.014(6) Fla. Stat. or any amended or successor section.

Section 2: Article XI, Section 1 of these Articles shall not be construed to mean that indemnification by the Corporation pursuant to 607.014(7) Fla. Stat. is not permitted. The Corporation may indemnify and person pursuant to Section 607.014(7) Fla. Stat., or any amended or successor section, to the extent and in the manner desired by the Corporation and permitted by law.

Section 3: Terms used in this Article shall have the meanings ascribed to them in 607.014 (11) Fla. Stat. or any amended or successor section.

ARTICLE XI. REGISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this Corporation is William P. VanderWyden, 11240 S.W. 112 Terrace, Miami, FL 33176.

Section 2: The name of the registered agent of this Corporation located at the address of the registered office is William P. VanderWyden, 11240 S.W. 112 Terrace, Miami, Florida 33176.

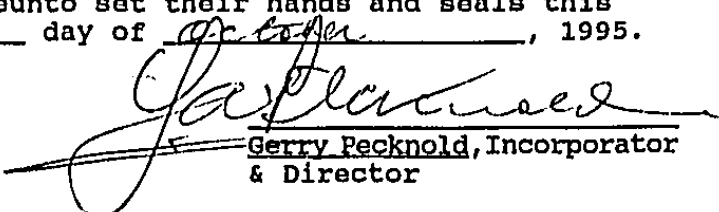
ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIII. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Members, as more specifically provided in the Bylaws of the Corporation.

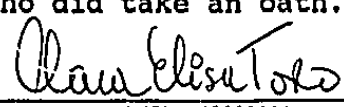
IN WITNESS WHEREOF, the undersigned being the Incorporators of the Corporation, have hereunto set their hands and seals this this tenth day of October, 1995.


Gerry Pecknold, Incorporator
& Director

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 13TH day of OCTOBER, 1995, by Gerry Pecknold, who is personally known to me or who produced a Drivers License as identification and who did take an oath.


Notary Public
State of Florida
Public - My Comm Exp 04/18/97
Comm# CC277418

CLARA ELISA FORD
Printed Name of Notary Public

My commission expires: 4-18-97

IN WITNESS WHEREOF, the undersigned being the Incorporators of the Corporation, have hereunto set their hands and seals this THIRTEEN day of OCTOBER, 1995.

Martin Thiry
Martin Thiry, Incorporator
& Director

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 13 day of OCTOBER, 1995, by Martin Thiry, who is personally known to me or who produced a Drivers License as identification and who did take an oath.

Sarita Pecknold
Notary Public
State of Florida at Large

SARITA PECKNOLD
Printed Name of Notary Public

My commission expires:

SARITA PECKNOLD
Notary Public, State of Florida
My Comm. expires June 21, 1997
No. 00205215

IN WITNESS WHEREOF, the undersigned being the Incorporators of the Corporation, have hereunto set their hands and seals this 13th day of October, 1995.

William P. VanderWyden
William P. VanderWyden,
Incorporator & Director

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 13 day of OCTOBER, 1995, by William P. VanderWyden, who is personally known to me or who produced a Drivers License as identification and who did take an oath.

Sarita Pecknold
Notary Public
State of Florida at Large

SARITA PECKNOLD
Printed Name of Notary Public

My commission expires:

SARITA PECKNOLD
Notary Public, State of Florida
My Comm. expires 01-21-97
No. 00253015

IN WITNESS WHEREOF, the undersigned being the Incorporators of the Corporation, have herunto set their hands and seals this fifteenth day of October, 1995.

Pedro Toro
Pedro Toro, Incorporator &
Director

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 13 day of OCTOBER, 1995, by Pedro Toro, who is personally known to me or who produced a Drivers License as identification and who did take an oath.

Sarita Pecknold
Notary Public
State of Florida at Large

SARITA PECKNOLD
Printed Name of Notary Public

My commission expires:

SARITA PECKNOLD
Notary Public, State of Florida
My Comm. expires June 21, 1997
No. 00296285

Certificate designating place of business or domicile for the
service of process within Florida, naming agent upon whom process
may be served.

FILED
DEC 11 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with §48.091, Florida Statutes, the following is submitted:

That THE CATHOLIC PRAYER BREAKFAST, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11240 S.W. 112 Terrace, Miami, Florida 33176, State of Florida, has named WILLIAM P. VANDERWYDEN located at 11240 S.W. 112th Terrace, Miami, Florida 33176, as its registered agent to accept service of process within Florida.

William P. Vanderwyden
WILLIAM P. VANDERWYDEN
TITLE: Incorporator/Director
DATE: 9 January 1996

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

William P. Vanderwyden
WILLIAM P. VANDERWYDEN
Registered Agent

Date: 9 January 1996

FILED
95 DEC 11 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA