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PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 957918 4306424

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : May 17, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 957918

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: LIGHT THE WAY FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

5/17/96

DB

RECEIVED
96 MAY 17 PM 12:28
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
of
LIGHT THE WAY FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

RECEIVED
JAN 17 PM 2 13
CLERK OF COURT
JAN 17 1987

Article I
NAME

The name of this corporation shall be Light the Way Foundation, Inc. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 10130 S.W. 46th Street, Miami, Florida 33165.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of raising funds for the support and continuance of the Corporation and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV
MEMBERSHIP

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10130 S.W. 46th Street, Miami, Florida 33165; and the name of the Corporation's initial registered agent at that address is Lana E. Johnson .

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Viola P. Reyna
Gua-325
P.O. Box 526125
Miami, FL 33152

Lana E. Johnson
10130 S.W. 46th Street
Miami, FL 33165

Ruth E. Graham
Route 1, Box 180
Albright, W. Virginia 26519

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Viola P. Reyna
Gua-325
P.O. Box 526125
Miami, FL 33152

Article VIII
DISSOLUTION

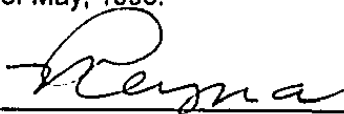
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and

operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX
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 subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of May, 1996.



Viola P. Reyna
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

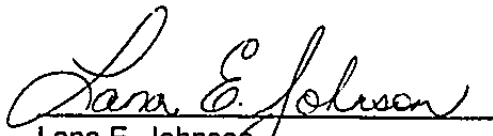
WITNESSETH:

That, Light the Way Foundation, Inc. desiring to organize under the laws of the State of Florida, has named Lana E. Johnson, 10130 S.W. 46th Street, Miami, Florida, 33165, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13th day of May, 1996.


Lana E. Johnson,
Registered Agent