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JOHN CLARK ADAMS, P.A.

2701 Ponce de Leon Blvd
Suite 302
Coral Gables, Florida 33134

LE M. in Taxation

Telephone (305) 448-9022
Fax (305) 448-7893

March 12, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32311

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SUBJECT: SOUTHERN LIGHTS AIDS MASTERY, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for

\$131.25 filing fee. Certified Copy & Certificate

FROM: JOHN C. ADAMS
2701 PONCE DE LEON BLVD. SUITE 302
CORAL GABLES, FLORIDA 33134
PH # (305) 448-9022

John C. Adams
JOHN C. ADAMS, ESQ.

729-524-6711
WFLA - 5477
- 167-524

9/14/96

JOHN CLARK ADAMS, P.A.

2701 PONCE DE LEON BLVD
SUITE 302
CORAL GABLES, FLORIDA 33134

LL M IN TAXATION

TELEPHONE (305) 448-9022
FAX (305) 448-7893

June 06, 1996

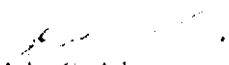
Claretha Golden
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southern Lights
Aids Mastery, Inc
Ref # W96000005977

Dear Ms. Goldman:

I am enclosing a new page 2 to be inserted into the Articles of Incorporation as you requested. It provides that the certificates, if any, will be "membership certificates" which you indicated would clear up the situation. Please let me know if you have any questions.

Yours very truly


John C. Adams



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1996

JOHN CLARK ADAMS, P A
2701 PONCE DE LEON BLVD
SUITE 302
CORAL GABLES, FL 33134

SUBJECT: SOUTHERN LIGHTS AIDS MASTERY, INC
Ref. Number: W96000005977

We have received your document for SOUTHERN LIGHTS AIDS MASTERY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A Non-Profit corporation cannot have shares of stock. Article V needs to be corrected.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00023688



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

JOHN CLARK ADAMS, P A
2701 PONCE DE LEON BLVD
SUITE 302
CORAL GABLES, FL 33134

SUBJECT: SOUTHERN LIGHTS AIDS MASTERY, INC.
Ref Number: W9600005977

We have received your document for SOUTHERN LIGHTS AIDS MASTERY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

A Non-Profit corporation cannot have shares of stock.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00012697

JOHN CLARK ADAMS, P.A.

2701 Ponce de Leon Blvd.
Suite 302
Coral Gables, Florida 33134

LL.M. in Taxation

Telephone: (305) 448-9022
Fax: (305) 448-7893

May 9, 1996

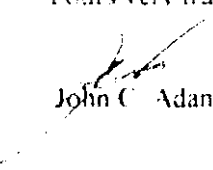
Claretha Golden
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Southern Lights
Aids Mastery, Inc.
Ref # W96000005977

Dear Ms. Goldman:

I am returning the original and one copy of the Articles of Incorporation, amended by resolution dated April 18, 1996 to provide for the corporation to be organized on a non-stock basis. The resolution amending the Articles is in accordance with Article XIV.

Yours very truly,


John C. Adams

cc: Mr. Ben Phillips

**ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION**

ARTICLE I

CORPORATE NAME PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation is SOUTHERN LIGHTS AIDS MASTERY INC

The principal office is Corporation is

372 De Leon Dr
Miami Springs, Florida 33166

The mailing address of this Corporation is P O Box 4917, Miami Beach, Florida 33141

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are

A For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes

B To promote public health by educating and counseling individuals who have been diagnosed with HIV their families and care-givers. The education and counseling will assist those affected by AIDS in overcoming the emotional problems and difficulties associated with the disease. The education and counseling will stress the maintenance of a high quality of life for affected individuals despite the progress of the disease and its symptoms. Information will be

disseminated through seminars and group therapy counseling sessions as well as through the distribution of pamphlets and other written materials

C To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations

ARTICLE V

AUTHORIZED CAPITAL STOCK DIVIDENDS

A This corporation shall be organized as a non-stock corporation, but membership certificates may be issued if authorized by the Board of Directors

B Any membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights. The certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the holders, and that a copy of such bylaws or agreement shall be provided to all holders

C Except as otherwise prescribed by Florida Law, each certificate, if issued, shall entitle the holder thereof to one vote

ARTICLE IV

MANAGEMENT OF CORPORATE AFFAIRS

A Board of Directors The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be three (3) provided however that such number may be changed by a By-Law duly adopted by the members

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held

Directors elected at the first annual meeting, and at all times thereafter shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and

until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation on March 22 of each year at 7:30pm, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any required or permitted to be taken by on Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be a prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME:

ADDRESS:

JoEllen Phillips	372 De Leon Drive, Miami Springs, Florida 33166
Thomas Smith	6770 Indian Creek Dr #11E, Miami Beach, Florida 33141
Benjamin Brafman	5765 N.W. 58th Avenue #H102, Tamarac, Florida 33319

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following personnel shall serve as Corporate officers:

NAME:

ADDRESS:

President: JoEllen Phillips	372 De Leon Drive, Miami Springs, Florida 33166
Vice President: Thomas Smith	6770 Indian Creek Dr #11E, Miami Beach, Florida 33141
Secretary: Benjamin Brafman	5765 N.W. 58th Avenue #H102, Tamarac, Florida 33319

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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

tendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof

B. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (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) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this Corporation

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this Corporation are as follows

NAME:

ADDRESS:

JoEllen Phillips
Thomas Smith

372 De Leon Dr. ve, Miami Springs, Florida 33166
6770 Indian Creek Dr #11E, Miami Beach, Florida 33141

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws

ARTICLE XII

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the Corporations's registered office shall be 2701 Ponce De Leon Boulevard, Suite 302, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be John C. Adams

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this Corporation

We, the undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this Non-profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 12 day of March, 1996

WITNESSED:

[Signature]
[Signature]

[Signature]
Thomas Smith, Subscriber

[Signature]
JoEllen Phillips, Subscriber

[Signature]
John C. Adams, Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, The undersigned authority, personally appeared JoEllen Phillips, Thomas Smith and John C. Adams, to me know to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 1996

[Signature]
Notary Public
My Commission Expires [Signature]

OFFICIAL NOTARY SEAL
TRACY S. ALDER
COMMISSION NUMBER
CC479223
MY COMMISSION EXP.
JULY 10, 1999

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

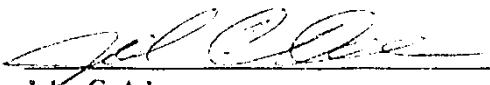
1 The name of the Corporation is

SOUTHERN LIGHTS AIDS MASTERY, INC

2 The name and address of the registered agent and office is

JOHN C. ADAMS
2701 PONCE DE LEON BOULEVARD SUITE 302
CORAL GABLES, FLORIDA

Having been named as registered agent and to accept service of process for the above
stated Corporation at the place designated in this certificate, 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


John C. Adams

3/7/96
Date