

1201 HAYS STREET

800-342-8086

FAIR HANSEL, INC. 3301 1ST

MIAMI, FL 33131

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PRINCIPAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 042395 4303929

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 122.50

ORDER DATE : August 5, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 042395

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: GTH FELLOWSHIP 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: Carina L. Dunlap

EXAMINER'S INITIALS:

65 AUG-5 PM 3:13
STATE
OFFICE OF
REGISTRATION

cy
8/5/96

ARTICLES OF INCORPORATION
OF

FILED
STATE
CORPORATIONS
95 AUG -5 PM 3:18

GTH FELLOWSHIP FOUNDATION, INC.
(A Florida Corporation Not for Profit)

ARTICLE 1

The name of this Corporation is GTH Fellowship Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE 2

The address of the principal office and the mailing address of the Corporation shall be: c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE 3

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4

The Corporation is organized exclusively for charitable purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and the hiring of a qualified person to perform directly the type of service or services that are provided by the organizations to which the Corporation may make contributions.

ARTICLE 5

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws

ARTICLE 6

Management of the Corporation shall be vested in the Corporation's Board of Directors, all of the members of which shall be attorneys then employed by Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., a Florida professional corporation. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE 7

The number constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Charles M. Auslander
c/o Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida 33131

Hilarie Bass
c/o Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida 33131

Raquel A. Rodriguez
c/o Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida 33131

Holly R. Skolnick
c/o Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida 33131

ARTICLE 8

The Corporation shall have one member, which shall be the law firm of Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., a Florida professional corporation, or the successor to the business of such law firm.

ARTICLE 9

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3), and in either section 509(a)(1) or 509(a)(2), of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust and other condition, or subject to an executory or special limit. On, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE 10

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 4 hereof.

The Corporation shall not lend any of its assets to any director, officer or member of the Corporation or guarantee to any other person the payment of a loan made to a director, officer or member of the Corporation.

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 (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation

A shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the

Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE 11

The bylaws of the Corporation may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors then in office. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE 12

These Articles of Incorporation shall be amended only by the affirmative vote of the sole member of the Corporation.

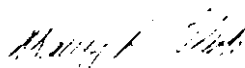
ARTICLE 13

The street address of the Corporation's initial registered office in the State of Florida is: 1221 Brickell Avenue, Miami, Florida 33131, and the name of its initial registered agent at such office is: Holly R. Skolnick.

ARTICLE 14

The name and address of the sole incorporator is: Maury R. Olicker, 1221 Brickell Avenue, Miami, Florida 33131 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 30 day of July, 1996


Maury R. Olicker, Incorporator

DEPT. OF STATE
REGISTRATION

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

95 AUG -5 PM 3:18

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.

Holly R. Skolnick
Holly R. Skolnick, Registered Agent

Date: July 31, 1996