

796 0000 4178

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: MARINE MEDICAL SOCIAL SERVICE, INC

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

9100 0-1135

AL JUL - 9 1996,

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>5/9</u>	_____	_____
TIME	<u>9:30</u>	_____	CK No. _____
BY	<u>bcv</u>	_____	_____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	\$ _____
	\$ _____

RECEIVED
 96 AUG - 9 AM 10:05
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CHARTER OF INCORPORATION OF

MARTIN MEMORIAL SOCIAL SERVICE, INC.
(A corporation not for profit, State of Florida)

The undersigned, pursuant to Chapter 617, Florida Statutes, respectfully petition the Secretary of State for the approval of the following articles of incorporation:

ARTICLE I

NAME, PRINCIPAL OFFICE, AND SERVICE AREA

There is hereby created a not for profit corporation and its name shall be MARTIN MEMORIAL SOCIAL SERVICE, INC. Its service area shall primarily be that is known as Richmond Heights in Dade County, State of Florida. The address of the initial principal office shall be:

c/o Martin Memorial AME Church
14700 Lincoln Boulevard
Miami, Florida 33176

ARTICLE II

PURPOSES

This corporation shall be organized and operated exclusively as a public charity under Section 509 of the Code described herein for any and all charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

ARTICLE III

POWERS

This corporation shall and exercise such powers which now or hereafter may be conferred upon a Section 501(c)(c) Corporation by law organized for the purposes hereinabove set forth that are necessary or incidental to the powers conferred, or conclusive to the attainment of the purposes of this corporation, except, notwithstanding what may be expresses or implied from these articles, this corporation shall neither have nor exercise power nor shall it directly or indirectly engage in any activity not permitted to the carried on by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the

Internal Revenue Code of 1954 (of the corresponding provision of any future United States Revenue Law), or, (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the said Code.

ARTICLE IV

Specific Limitations and Requirements

Section 1. Restrictions on Private Foundations

In such fiscal years (if any) as the corporation shall be "private foundation" as described in Section 509 (a) of the code and/or subject to the taxes imposed by Sections 4940 et seq. of the code:

- a. 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 Section 4942 of the code, or corresponding provisions of any subsequent federal tax laws;
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the code, or corresponding-provisions of any subsequent federal tax laws;
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the code, or corresponding provisions of any subsequent federal tax laws.
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the code, or corresponding provisions of any subsequent federal tax laws.
- e. The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the code, or corresponding provisions of any subsequent federal tax laws.

Section 2. Profit Prohibitions

There shall be no part of the net earnings of this corporation which shall inure to the benefit of, its members, trustees, officers or other private persons, except that this corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein.

Section 3. Control by Disqualified Persons

This corporation shall not be controlled directly or indirectly by disqualified persons as defined under Section 509 of the Code.

Section 4. Political Activity

This corporation shall not participate in, or intervene in any political campaign (including the publishing or distributing of statements) on behalf of or in opposition to any candidate for political office.

Section 5. Lobbying Limitations

Pursuant to Section 501(c) (3) of the Code, no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE V.

Duration and Dissolution

This Corporation shall have perpetual existence. In the event of Dissolution of this corporation, after paying or making provisions for the payment of the liabilities of the corporation, including expenses of dissolution, the Board of Directors hereinafter referred to as the Steering Committee, shall dispose of the assets of the corporation exclusively for the purposes of the corporation with the meaning of Section 501(c) (3) of the Code as the Steering Committee shall determine. Any assets not so disposed of shall be disposed of by the court of the proper jurisdiction of the County in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

By Laws

The By Laws of this corporation shall be made, amended, revised, altered or rescinded by the Steering Committee that are not inconsistent with these articles for the conduct of business and for carrying out its purposes as they deem necessary from time to time, by majority of those present and voting.

ARTICLE VII

Amendments to the Charter of Incorporation

Any member of the Steering Committee may propose amendments to these articles which may be adopted by two thirds vote of those present at a regular meeting of the Steering Committee or at a special meeting of the Steering Committee called for that purpose.

ARTICLE VIII

Officers

The Initial offices and officers described and named below shall service until the organizational meeting of the corporation, and thereafter, shall be selected as provided in the bylaws. The names of the persons who shall serve as officers until they are succeeded in office are as follows:

Chairperson	Rev. Pearce Ewing 14700 Lincoln Boulevard Miami, Florida 33176
Vice-Chairperson:	Robert Mckay 15040 Monroe Street Miami, Florida 33176
Secretary:	Bobby Hendricks 11105 SW 161 Terrace Miami, Florida 33177
Treasurer:	Clifford Colley 15920 SW 102 Avenue Miami, Florida 33177

ARTICLE IX.

BOARD OF DIRECTORS (STEERING COMMITTEE)

The Board of Directors for this corporation shall be organized with such number as provided for in the by laws of the Steering Committee until otherwise provided for in the By-laws shall be Nineteen (19). The initial persons and their addresses who shall serve as the Steering Committee until they are succeeded in office as provided in the by laws, which shall also provide for the scope of powers and manner of selection, shall be the persons named herein as officers of the corporation and the following persons:

Rev. Pearce Ewing	14700 Lincoln Boulevard Miami, Florida 33176
Arlander Barker	8813 SW 115 Place Circle West Miami, Florida 33176
Kenneth Bethel	11701 SW 208 Street Miami, Florida 33177
Edward A. Brown	10850 SW 159 Terrace Miami, Florida
Milton Clarke, Sr.	10771 SW 151 Street Miami, Florida 33176
Robert Cobb	11601 SW 138 Street Miami, Florida
Willie Williams	17010 SW 120 Court Miami, Florida 33157
Robert McKay, Sr.	15040 Monroe Street Miami, Florida 33176
Cornelius Smith	11271 Douglas Drive Miami, Florida 33176
Marvin Smith	14532 SW 107 Place Miami, Florida 33176
Daniel M. Smith	12410 SW 185 Street Miami, Florida 33157
Wilhelmena Kelly	14521 Ellington Street Miami, Florida 33176
Major Mitchell	11731 SW 180 Street Miami, Florida 33157
Bobby Hendricks	11105 SW 161 Terrace Miami, Florida 33157

Linda Harris	10741 SW 148 Street Miami, Florida 33176
Eldric Edgecomb	11630 SW 136 Terrace Miami, Florida 33176
Clifford Colley	15920 SW 102 Avenue Miami, Florida 33157
Shirley Thompson	13041 SW 96 Avenue Miami, Florida
Arthur Coverson, Jr.	19320 NW 8th Street Pembroke Pines, Florida

ARTICLE X.

Membership

The qualification of members and the manner of their membership shall be provided for in the by-laws.

ARTICLE XI.

Subscriber

The name and address of the person subscribing to these articles is as follows:

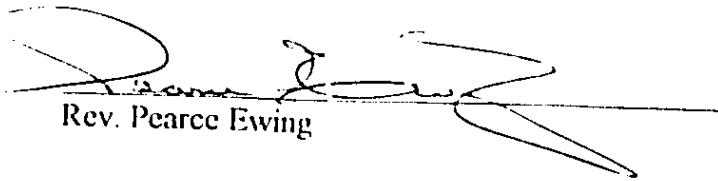
NAME

ADDRESS

Rev. Pearce Ewing

Martin Memorial AME Church
14700 Lincoln Boulevard
Miami, Florida 33176

In witness whereof, I the undersigned subscribing incorporator have hereunto set my hand and seal this 6th day of July, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida

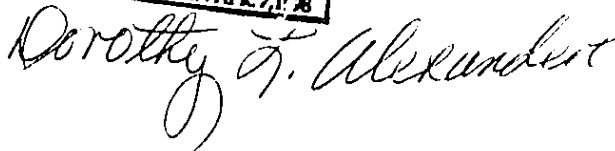

Rev. Pearce Ewing

State of Florida)
Dade County)

Before me, the undersigned authority, personally appeared Rev. Pearce Ewing, well known by me as the person described herein, and who executed the foregoing Charter of Incorporation, and, who acknowledge the execution thereof to be his free act and deed for the uses therein set forth.

Witness my hand and official seal this 6th day of December, 1995, in the city of Miami, Dade County, Florida.

OFFICIAL NOTARY SEAL
DOROTHY L. ALEXANDER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362384
MY COMMISSION EXP. APR. 7, 1998



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
WITHIN THIS STATE, HAVING NAMED AGENT UPON WHOM PROCESS MAY BE
SERVED

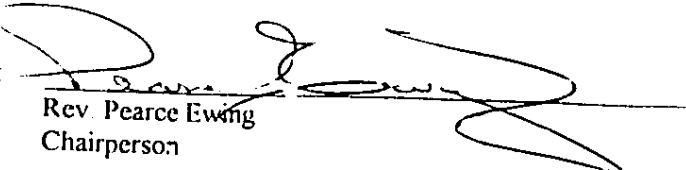
In pursuance of Chapter 48 091 Florida Statutes, the following, in compliance with said Act

Martin Memorial Social Services, Inc. Desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the articles of incorporation in Dade County, State of
Florida, has named Rev. Pearce Ewing, located at 14700 Lincoln Boulevard, City of Miami, Dade
County, Florida, as its agent to service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at place designated in
this certificate, I hereby accept to act in this capacity and agree to comply with the provision of
said Act relative to keeping open said office.

BY:


Rev. Pearce Ewing
Chairperson

RECEIVED
MAY 15 1965