

ROBERT F. MAHONEY, P.A.
CERTIFIED PUBLIC ACCOUNTANT



MEMBER: FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

August 19, 1996

N96000004352

Ms. Terri Buckley
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Center for Life Enrichment, Inc.

Dear Terri:

Enclosed is a copy of your letter. Pursuant to our phone conference this morning, please refer to the last sentence of Article V, on page 3.

If you have any questions please contact me.

Very truly yours,

Robert F. Mahoney, CPA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

ROBERT F. MAHONEY PA
757 NW 41ST TERRACE
DEERFIELD BEACH, FL 33442

SUBJECT: CENTER FOR LIFE ENRICHMENT, INC.
Ref. Number: W96000016977

We have received your document for CENTER FOR LIFE ENRICHMENT, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 196A00038663

ARTICLES OF INCORPORATION

OF

CENTER FOR LIFE ENRICHMENT, INC.

The undersigned, acting as Incorporator for the purpose of forming a not for profit Corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of Florida.

ARTICLE I

NAME

The name of this corporation is Center for Life Enrichment, Inc.

ARTICLE II

PURPOSE

The purpose for which the corporation is organized are as follows:

- A. To receive and to administer funds and to operate exclusively for cultural, religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.
- C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.
- D. This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

E. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

F. To advance the knowledge and practice of Religious Science and New Thought. To offer a focus on Practical Spirituality and promote and nurture spiritual growth. To facilitate well-being in all areas of life through our healing ministry. To help people live up to their potential and experience their highest and best.

To officiate at weddings, funerals, memorials and christenings. To teach, certify and license practioners. To teach teachers. To ordain and license ministers. To give honorary doctorates. To offer degree programs in conjunction with an accredited organization such as the Emerson Theological Institute. To award recognition certificates or diplomas for completion of courses of study.

ARTICLE III

POWERS

3.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any other law of florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

3.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, trustee or officer; provided, however, that compensation in reasonable amounts may be paid for services rendered, that benefits may be conferred and that distributions may be made in accordance with Section 617.11(1).

3.3 Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

NONSTOCK MEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE V

BOARD OF TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, except as may be otherwise provided in these Articles of Incorporation or in the bylaws of the Corporation, or as may be otherwise required by any of the provisions of chapters 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Trustees shall be determined and fixed pursuant to the Bylaws of the Corporation, but shall consist of at least three (3) persons. The manner in which the trustees shall be elected or appointed shall be set forth in the Bylaws.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and Registered Agent of the Corporation is:

Barbara Heberd
3229 Virginia Street
Coconut Grove, FL 33133

The principal address is the same as above.

ARTICLE VII

INITIAL BOARD OF TRUSTEES

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

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CENTER FOR LIFE ENRICHMENT, INC.
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Barbara Heberd
President
3229 Virginia Street
Coconut Grove, FL 33133

Paul Harrison
Vice President
251 West Prospect Road
Oakland Park, FL 33309

Laura Behfar
Secretary
16250 N.E. 2nd Avenue
Miami, FL 33162

ARTICLE VIII

The name and address of the Incorporator executing these Articles of Incorporation is:

Barbara Heberd
3229 Virginia Street
Coconut Grove, FL 33133

ARTICLE IX

BYLAWS

The power to adopt, change, amend and repeal the Bylaws of the Corporation shall be vested solely in the Board of Trustees of the Corporation.

ARTICLE X

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof. 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 on behalf of or in opposition to any candidate for public office.

Dated this 2 day of August, 1996

Barbara Heberd

Barbara Heberd
President/Incorporator/Registered Agent

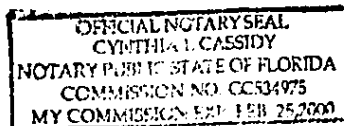
STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me, by Barbara Heberd, President, of Center for Life Enrichment, Inc., A Non Profit Corporation in the state of Florida. She is personally known to me or has produced _____ as identification and did/did not take an oath.

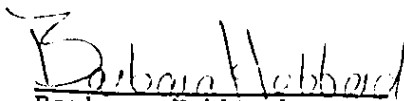
WITNESS my hand and official seal at Coral Gables, Florida, this 2 day of August, 1996.

Cynthia L. Cassidy
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Barbara Heberd, is an individual residing within the State of Florida and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Barbara Heberd