

TRANSMITTAL LETTER

N96000005452

Department of
Division of Corporations
P.O. Box 6307
Tallahassee, FL 32314

SUBJECT: PHILANTHROPIST INTERNATIONAL NETWORK, INC
(Proposed corporate name - must include suffix)

100001982171--8
-10/22/96--01029--012
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ABRAHAM BRUCK
Name (Printed or typed)

1231 NE 175TH ST
Address

N. MIAMI BEACH, FL 33162
City, State & Zip

305-652-3251
Daytime Telephone number

FILED
96 OCT 21 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PHILANTHROPIST INTERNATIONAL NETWORK, INC.**

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the incorporation shall be:

PHILANTHROPIST INTERNATIONAL NETWORK, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

1231 NE 175th Street, North Miami Beach, Florida 33162.

ARTICLE III

Purpose

The specific purposes for which the corporation is organized, but not limited to, are:

to promote Philanthropy in any and all lawful means permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

Manner of election of directors

The directors shall be elected in the manner as stated in the bylaws of the corporation.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

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TALLAHASSEE FLORIDA

**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:

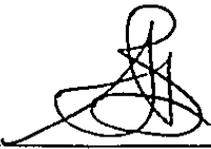
PHILANTHROPIST INTERNATIONAL NETWORK, INC.
(must include suffix)

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

ABRAHAM BRUCK
(NAME)
1231 NE 175TH ST
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)
N. MIAMI BEACH, FL 33162
(CITY/STATE/ZIP)

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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.


(SIGNATURE)

10/16/96
(DATE)

N96000005452

Bruck
1231 NE 175TH ST
N.M.B., FL
33162.

600002029776--2
-12/16/96--01030--003
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

96 DEC 16 PM 2:24
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

VS DEC 27 1996

Examiner's Initials	
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
PHILANTHROPIST INTERNATIONAL NETWORK, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 17.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

ARTICLE III: The exclusive purpose for which the corporation is organized is:

for charitable, educational and scientific purposes and to promote charity in any and all lawful means permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. 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, or the corresponding section of any future federal tax code.

SECOND: Amendments added:

ARTICLE VIII: 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 the corresponding section of any future tax code. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is 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 IX: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 purpose set forth in Article III hereof. No 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. Notwithstanding any other provision 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 Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, , or the corresponding section of any future tax code.

THIRD: The date of the adoption of the amendments was December 12, 1996.

FOURTH: There are no members. The Amendments were adopted buy the board of directors.

PHILANTHROPIST INTERNATIONAL NETWORK, INC.

Corporation Name



Signature of Chairman

Abraham Bruck

Typed Name

December 12, 1996

Date