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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: GIRLS, WOMEN WITH A GOAL, INC.

AUDIT NUMBER.....H96000015134

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

EMPIRE CORPORATE KIT COMPANY

TALLAHASSEE, FL

SUBJECT: GIRLS, WOMEN WITH A GOAL, INC.

REF: W96000022902

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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

FAX Aud. #: H96000015134
Letter Number: 996A00049773

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Articles of Incorporation of
Girls, Women With A Goal, Inc.

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

ARTICLE ONE
Name and Address

The name of the corporation is Girls, Women With A Goal, Inc.
The initial address is 6224 SW 131 Court Apt. 101 Miami,
Florida 33183.

ARTICLE TWO
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE
Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR
Purposes

Section 4.01. The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501 (c) (3).

Prepared By: Alfonso Cordero
Cordero CPA P.A.
8025 NW 36 Street Ste. 302
Miami, Florida 33186
(305) 599-4111

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Section 4.02. Notwithstanding any other provision of these articles of incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

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ARTICLE FIVE
Membership

The Corporation shall have no voting members.

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 6224 SW 131 Court Apt. 101 Miami, Florida 33183 and the name of its initial registered agent is Eric T Rodriguez.

ARTICLE SEVEN
Directors

The number of Directors constituting the initial Board of Directors of the corporation is five (5). The number of directors may be increased, or diminished, from time to time, by the by-laws adopted by the Board. The names and addresses of the people who are to serve as the initial Directors are:

Name/Address	Title
Sheila C. Rodriguez 6224 SW 131 Court Apt. 101 Miami, Florida 33183	President
Eric T. Rodriguez 6224 SW 131 Court Apt. 101 Miami, Florida 33183	Vice-President
Gladys Vargas 8351 SW 107 Avenue Apt. B Miami, Florida 33173	Treasurer
Dr. Juan Ruiz Unger 8900 Coral Way Miami, Florida 33154	Director
Eleanor Abreu 12825 SW 103 Terrace Miami, Florida 33177	Secretary

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ARTICLE EIGHT
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE NINE
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;

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- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

ARTICLE TEN
Incorporator

The name and street address of the Incorporators is:

Name	Address
Sheila C. Rodriguez	6224 SW 131 Court Apt. 101 Miami, Florida 33183
Eric T. Rodriguez	6224 SW 131 Court Apt. 101 Miami, Florida 33183
Gladys Vargas	8351 SW 107 Avenue Apt. B Miami, Florida 33173
Dr. Juan Ruiz Unger	8900 Coral Way Miami, Florida 33154
Eleanor Abreu	12825 SW 103 Terrace Miami, Florida 33177

ARTICLE ELEVEN

Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

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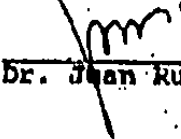
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In witness whereof, the undersigned incorporators has
executed these articles of incorporation the 21 day of
October, 1996.


Sheila C. Rodriguez


Eric T. Rodriguez


Gladys Vargas


Dr. Juan Ruiz Unger



Eleanor Abreu

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96 OCT 29 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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


Eric T. Rodriguez


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