

12/16/96

11:59

NO 38

12/16/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:23 AM

N96000006381

((H96000017370 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC.
AUDIT NUMBER.....H96000017370
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 10
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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96 DEC 16 PM 1:44
TALLAHASSEE, FLORIDA

CLERK OF COURT
TALLAHASSEE, FLORIDA

12-16-96
18

12/16/96 11:59

NO.138 002

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2029

Dec. 16 1996 11:03AM P2

H96000017570

Articles of Incorporation

of

SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC. A Florida Not for Profit Corporation

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

Article I

Name of Corporation

The name of the corporation shall be:

South Florida Acupuncture Initiative, Inc. ("Corporation").

Article II

Duration

The corporation shall have perpetual duration.

Article III

Corporate Purposes and Powers

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of public health and for other charitable purposes, by providing acupuncture and complementary healthcare services to low-income citizens and at-risk citizens in South Florida, including Dade, Broward and Palm Beach Counties. The corporation will give uninsured, uninsurable and indigent individuals, as funds permit, the opportunity to obtain treatment through acupuncture and complementary healthcare on an as-needed basis for acute, preventive, and congenital illnesses.

(b) To enhance the well being of the community by providing the above referenced healthcare services through already existing community-based clinics and social service programs that are both convenient and accessible to families and people of all ages and backgrounds.

Prepared by:

Richard V. Gray Esq., P.A.

2701 Le Jeune Rd. #405

Coral Gables, FL 33134

(305) 441-2029

FBN: 218898

-1-

H96000017570

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TREASURY, FLORIDA

12/16/96 11:59

NO.138 D03

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2029

Dec. 16 1996 11:04AM P3

H96000017570

(c) To conduct research on the efficacy of acupuncture, Chinese Medicine and complementary healthcare within the public service sector and to study its effects on supporting the attainment of secondary sociological goals in the community.

(d) To develop an awareness among the public of the availability of acupuncture and complementary healthcare services within the community and to otherwise enrich the local community.

(e) To provide and strengthen research and educational opportunities and establish outreach programs for healthcare professionals in the area of acupuncture and complementary healthcare by providing program services and treatment to low-income citizens, at-risk citizens, the uninsured, the uninsurable and indigent individuals by sponsoring workshops, seminars, and other educational programs to be held in the community, and to disseminate information through journals, periodicals, newsletters, and videos.

(f) To raise funds for these and other related purposes and to provide scholarships and other assistance for inspiring and talented individuals who would not otherwise have the opportunity to pursue their interest in acupuncture and complementary healthcare.

(g) To operate exclusively for charitable, educational and for such public health purposes, which activities shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

(h) To have the power to solicit contributions and grants and to engage in any and all lawful activities incident to the foregoing purposes except as restricted in these Articles of Incorporation or by law.

Article IV

Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation shall be:

18260 N.E. 19th Avenue
Suite 102
North Miami Beach, Florida 33162

12/16/96 11:59

NO.138 004

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2029

Dec. 16 1996 11:04AM P4

H96000017570

Article V
Registered Agent

The name and address of the Corporation's initial registered office and its initial registered agent is:

Richard V. Gray, Esq.
2701 LeJeune Road
Suite 405
Coral Gables, Florida 33134

Article VI
Membership in the Corporation

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership which may include members of the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the by-laws.

Article VII
Board of Trustees

(a) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of initial trustees of the corporation shall be three, provided however, that such number may be enlarged by majority vote of the board of trustees. Election of trustees shall be governed by the By-Laws of this Corporation.

(b) The board of trustees shall annually elect a Chairman of the Board of Trustees, whom shall serve for a term of one (1) year until the next annual meeting of members following the election of trustees and until the qualification of the successors in office.

(c) Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action

12/16/96 11:59

NO.138 D85

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2829

Dec. 16 1996 11:05AM PS

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was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and by-laws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial trustees are:

<u>Name</u>	<u>Residential Address</u>
Daniel J. Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Jane Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Ted Shaffer	400 S.E. First Avenue Pompano Beach, Florida 33060

Article VIII **Officers**

The names and addresses of the officers who are to serve until the first election of officers as provided by the By-Laws of the Corporation are:

President:	Daniel J. Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019
Vice President:	Jane Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019
Secretary/Treasurer:	Daniel J. Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019

Article IX **Membership**

The conditions of membership shall be as provided for in the By-Laws of the corporation.

H96000017570

12/16/96 11:59

NO.138 D06

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2029

Dec. 16 1996 11:05AM P6

H96000017570

Article X
By-Laws

The power to make, alter amend, repeal and adopt the By-Laws of the Corporation shall be vested in the Board of Trustees in accordance with the provisions of the By-Laws.

Article XI
Charitable Limitations

The corporation may engage in all activities consistent with its purposes as set forth in Article II and as provided in Chapter 617.0302, Florida Statutes, subject to the following limitations:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or to any other private person, except that the Corporation may pay reasonable amounts for goods and services provided to it and may make any other payments in furtherance of its purposes as set forth in Article II. The Corporation's assets or earnings may not be expended for the benefit of anyone other than a recipient of funds for charitable purposes; it being intended that all such assets and earnings shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Code.

No part of the activities of the Corporation shall be the carrying on of propaganda, lobby or otherwise attempt to influence legislation. Nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization:

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

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

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12/16/96

11:59

NO.138 087

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2829

Dec. 16 1996 11:06AM P7

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Shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, 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 Code.

Article XII **Articles of Incorporation**

The Articles of Incorporation may be amended by a resolution adopted by the Board of Trustees as approved by a majority vote of the trustees then in office.

Article XIII **Dissolution**

In the event of the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the obligations of the Corporation, dispose of all the remaining assets of the Corporation by transferring the remaining assets to organizations which are exempt under Section 501(c)(3) of the Code as are engaged in activities of the type described in Article II above, as the Board of Trustees shall determined.

Article XIV **Incorporator**

The name and address of the incorporator of these Articles of Incorporation is:

Daniel J. Atchison-Nevel
18260 N.E. 19th Avenue
Suite 102
North Miami Beach, Florida 33162

H96000017570

12/16/96 11:59

NO.138 D08

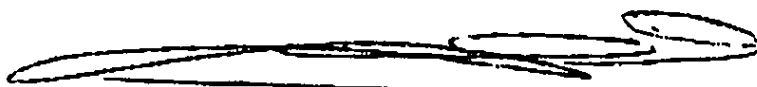
FROM : LAW OFFICES FELTON & GRAY


PHONE NO. : 385 441 2829

Dec. 16 1996 11:08AM P10

H96000017570

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of
Incorporation this 13th day of December 1996.


Daniel J. Atchison-Nevel, Incorporator


Daniel J. Atchison-Nevel

12/16/96 11:59

NO.139 D09

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2029

Dec. 16 1996 11:08AM P11

H96000017570

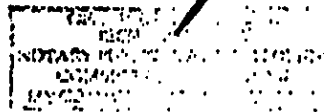
STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared DANIEL J. ATCHISON-NEVEL as Incorporator, who is personally known to me, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 13th day of December, 1996.

My Commission Expires:


Notary Public

Richard V. Gray



H96000017570

12/16/96

11:59

NO.138 D10

FROM : LAW OFFICES FELTON & GRAY

PHONE NO. : 305 441 2829

Dec. 16 1996 11:07AM P9

H96000017570

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE,
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY
OF CORAL GABLES, STATE OF FLORIDA HAS NAMED RICHARD V. GRAY,
ESQ., LOCATED AT 2701 LEJUNE ROAD, SUITE 405, CORAL GABLES, FL 33134
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.



DANIEL J. ATCHISON-NEVEL, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____


RICHARD V. GRAY, ESQ.
Registered Agent

DATE: 12/13/96

H96000017570

N960000006381

OFFICE
RICHARD VINCENT GRAY
CITY NATIONAL BANK BUILDING
2701 LEJEUNE ROAD
SUITE 405
CORAL GABLES FLORIDA 33134
TELEPHONE (305) 441-0661

January 29, 1997

Division of Corporations
Attention: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

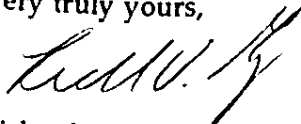
900002088299--0
-02/14/97--01094--009
*****87.50 *****87.50

Re: Restated Articles of Corporation
South Florida Acupuncture Initiative, Inc.
Document Number N96000006381

To Whom It May Concern:

Enclosed herewith you will please find articles of restatement of South Florida Acupuncture Initiative, Inc. along with my check in the amount of \$35.61.50. Additionally, you will please find the restated Articles of Incorporation and I would appreciate it if you could provide me with a certified copy of the restated Articles of Incorporation.

Very truly yours,



Richard V. Gray, Esq.

enclosures

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 FEB 27 AM 10:54

FILED

SH 2/28

Rest
Articles



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1997

Richard V. Gray, Esq.
2701 LeJeune Rd.
Suite 405
Coral Gables, FL 33134

SUBJECT: SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC.
Ref. Number: N96000006381

We have received your document for SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00008823

DEAR Steven

As I discussed with Caren Gibson Monday
FEB 24, 1997 the word initial should stay
due to the fact these are the initial directives.

I originally used the word trustee's but
should have used director and that is
why I am changing. Please file and send
me a certified copy.

Thank you
Paul V. /y

Restatement of
Articles of Incorporation

of

SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC.
A Florida Not for Profit Corporation

FILED
97 FEB 27 AM 10:51
TALLAHASSEE, FLORIDA

The undersigned, acting as President, files these articles of restatement pursuant to Florida Statutes chapter 617.1007, and would state:

1. The name of the corporation is South Florida Acupuncture Initiative, Inc.
2. Article VII is restated to read as follows:

Article VII
Board of Directors

(a) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of initial directors of the corporation shall be three, provided however, that such number may be enlarged by majority vote of the board of directors. Election of directors shall be governed by the By-Laws of this Corporation.

(b) The board of directors shall annually elect a Chairman of the Board of Directors, whom shall serve for a term of one (1) year until the next annual meeting of members following the election of directors and until the qualification of the successors in office.

(c) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

**Restatement of Articles of Incorporation
South Florida Acupuncture Initiative
Page 2**

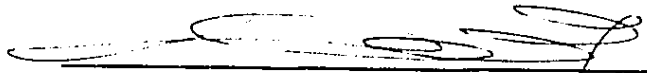
The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Daniel J. Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Jane Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Ted Shaffer	400 S.E. First Avenue Pompano Beach, Florida 33060

CERTIFICATE PURSUANT TO FLORIDA STATUTES 617.1007(3).

This restatement of the articles of incorporation does not require member approval, and the present Board of Trustees has adopted this restatement of the Articles of Incorporation of the South Florida Acupuncture Initiative, Inc.

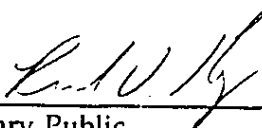
IN WITNESS WHEREOF, I, the undersigned have executed this restatement of Articles of Incorporation this 3rd day of February 1997.


Daniel J. Atchison-Nevel, President

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared DANIEL J. ATCHISON-NEVEL as President, who is personally known to me, and who executed the foregoing restatement of Articles of Incorporation, and acknowledged before me that he subscribed to this restatement of Articles of Incorporation on this 3rd day of February, 1997.

My Commission Expires:


Notary Public
Richard V. Gatti

FILED
97 FEB 27 AM 10:54
TALLAHASSEE, FLORIDA

**Restated
Articles of Incorporation
of**

**SOUTH FLORIDA ACUPUNCTURE INITIATIVE, INC.
A Florida Not for Profit Corporation**

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

**Article I
Name of Corporation**

The name of the corporation shall be:

South Florida Acupuncture Initiative, Inc. ("Corporation").

**Article II
Duration**

The corporation shall have perpetual duration.

**Article III
Corporate Purposes and Powers**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of public health and for other charitable purposes, by providing acupuncture and complementary healthcare services to low-income citizens and at-risk citizens in South Florida, including Dade, Broward and Palm Beach Counties. The corporation will give uninsured, uninsurable and indigent individuals, as funds permit, the opportunity to obtain treatment through acupuncture and complementary healthcare on an as-needed basis for acute, preventive, and congenital illnesses.

(b) To enhance the well being of the community by providing the above referenced healthcare services through already existing community-based clinics and social service programs that are both convenient and accessible to families and people of all ages and backgrounds.

(c) To conduct research on the efficacy of acupuncture, Chinese Medicine and complementary healthcare within the public service sector and to study its effects on supporting the attainment of secondary sociological goals in the community.

(d) To develop an awareness among the public of the availability of acupuncture and complementary healthcare services within the community and to otherwise enrich the local community.

(e) To provide and strengthen research and educational opportunities and establish outreach programs for healthcare professionals in the area of acupuncture and complementary healthcare by providing program services and treatment to low-income citizens, at-risk citizens, the uninsured, the uninsurable and indigent individuals by sponsoring workshops, seminars, and other educational programs to be held in the community, and to disseminate information through journals, periodicals, newsletters, and videos.

(f) To raise funds for these and other related purposes and to provide scholarships and other assistance for inspiring and talented individuals who would not otherwise have the opportunity to pursue their interest in acupuncture and complementary healthcare.

(g) To operate exclusively for charitable, educational and for such public health purposes, which activities shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

(h) To have the power to solicit contributions and grants and to engage in any and all lawful activities incident to the foregoing purposes except as restricted in these Articles of Incorporation or by law.

Article IV Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation shall be:

18260 N.E. 19th Avenue
Suite 102
North Miami Beach, Florida 33162

Article V
Registered Agent

The name and address of the Corporation's initial registered office and its initial registered agent is:

Richard V. Gray, Esq.
2701 LeJeune Road
Suite 405
Coral Gables, Florida 33134

Article VI
Membership in the Corporation

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership which may include members of the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the by-laws.

Article VII
Board of Directors

(a) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of initial directors of the corporation shall be three, provided however, that such number may be enlarged by majority vote of the board of directors. Election of directors shall be governed by the By-Laws of this Corporation.

(b) The board of directors shall annually elect a Chairman of the Board of Directors, whom shall serve for a term of one (1) year until the next annual meeting of members following the election of directors and until the qualification of the successors in office.

(c) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action

was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Daniel J. Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Jane Atchison-Nevel	1047 Adams Street Hollywood, Florida 33019
Ted Shaffer	400 S.E. First Avenue Pompano Beach, Florida 33060

Article VIII **Officers**

The names and addresses of the officers who are to serve until the first election of officers as provided by the By-Laws of the Corporation are:

President:	Daniel J. Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019
Vice President:	Jane Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019
Secretary/Treasurer:	Daniel J. Atchison-Nevel 1047 Adams Street Hollywood, Florida 33019

Article IX **Membership**

The conditions of membership shall be as provided for in the By-Laws of the corporation.

Article X
By-Laws

The power to make, alter amend, repeal and adopt the By-Laws of the Corporation shall be vested in the Board of Directors in accordance with the provisions of the By-Laws.

Article XI
Charitable Limitations

The corporation may engage in all activities consistent with its purposes as set forth in Article II and as provided in Chapter 617.0302, Florida Statutes, subject to the following limitations:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or to any other private person, except that the Corporation may pay reasonable amounts for goods and services provided to it and may make any other payments in furtherance of its purposes as set forth in Article II. The Corporation's assets or earnings may not be expended for the benefit of anyone other than a recipient of funds for charitable purposes; it being intended that all such assets and earnings shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Code.

No part of the activities of the Corporation shall be the carrying on of propaganda, lobby or otherwise attempt to influence legislation. Nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization:

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

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

Shall not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, 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 Code.

Article XII **Articles of Incorporation**

The Articles of Incorporation may be amended by a resolution adopted by the Board of Directors as approved by a majority vote of the directors then in office.

Article XIII **Dissolution**

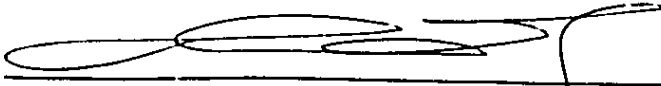
In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations of the Corporation, dispose of all the remaining assets of the Corporation by transferring the remaining assets to organizations which are exempt under Section 501(c)(3) of the Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determined.

Article XIV **Incorporator**

The name and address of the incorporator of these restated Articles of Incorporation is:

Daniel J. Atchison-Nevel
18260 N.E. 19th Avenue
Suite 102
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, the undersigned have executed these restated Articles
of Incorporation this 3rd day of February, 1997.

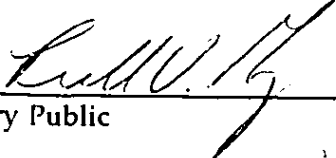


Daniel J. Atchison-Nevel, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared DANIEL J. ATCHISON-
NEVEL as Incorporator, who is personally known to me, and who executed the
foregoing restated Articles of Incorporation, and acknowledged before me that he
subscribed to these restated Articles of Incorporation on this 3rd day of
February, 1997.

My Commission Expires:



Notary Public RICHARD J. GRAY