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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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***+122.50 ***+122.50

SUBJECT: S & M REJUVENATION, INC.

Enclosed is an original and one (1) copy of the Articles of
Inco.poration and our check for \$122.50.

FROM: DONNA L. SHAW
4019 Anvers Blvd.
Jacksonville, Fl. 32210
(904) 779-2244

DEC 20 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

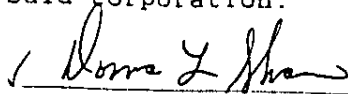
The name of the Corporation is: S & M Rejuvenation, Inc.

ARTICLE II

The corporation is organized pursuant to the provisions of Florida's Nonprofit Corporation code, and the duration of the corporation shall be perpetual

ARTICLE III

The principal office and the initial registered office of the corporation in the State of Florida is to be located at 4019 Anvers Blvd., Jacksonville, Fl. 32210. The initial registered agent at such address is Wanda P. Mitchell. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



ARTICLE IV

The name and mailing address of the incorporators are:

Donna L. Shaw
4019 Anvers Blvd.
Jacksonville, Fl. 32210

Wanda P. Mitchell
4019 Anvers Blvd.
Jacksonville, Fl. 32210

Willie Mae Miller
4019 Anvers Blvd.
Jacksonville, Fl. 32210

ARTICLE V

The initial Board of Directors shall consist of no members at this time. The manner in which board members are elected and appointed are contained in the By-Laws.

ARTICLE VI

This corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

- (a) To educate the handicap and provide communication skills
- (b) To provide job training skills
- (c) To offer assistance in job placement

To render all services and advice related above.

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by a nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VII

The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates if so provided in the by-laws.

ARTICLE VIII

Said organization is organized exclusively for charitable, religious, educational, and scientific 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, or corresponding section of any future federal tax code.

ARTICLE IX

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereto. No substance part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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 X

Upon the dissolution of the organization, 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 by the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 2 day of December 1996

Donna L. Shaw
Incorporator