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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)561-1025

FAX #:

NAME: CHILDREN 2000, INC. AUDIT NUMBER.....H97000019939 DOC  
TYPE.....FLORIDA NON-PROFIT CORPORATION CERT. OF STATUS..0  
PAGES..... 11 CERT. COPIES.....0 DEL.METHOD.. FAX  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHILDREN 2000, INC.

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is CHILDREN 2000, INC.

ARTICLE II

GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this Corporation is formed are to operate for the the aid, assistance and advancement of the medical needs and research for children.

(b) The general purposes for which this Corporation is formed are to operate exclusively for such purposes as may or may not qualify it as an exempt organization under Section 501 (c) (3) of

Prepared By:  
Howard A. Kusnick  
Florida Bar No. 262870  
8211 W. Broward Blvd.  
Suite 420  
Ft. Laud., FL 33324  
(954) 472-8900

the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE III

CORPORATE POWER

In addition to all other corporate powers provided by law, and in furtherance of the objectives described above, but not in limitations thereof, the Corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporation name to the same extent as a natural person;

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

(e) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;

(f) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors, managers or trustees so that the number shall not be less than three (3) in number;

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

(i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights and trademarks and any licenses and other rights or interests thereunder or therein;

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government,

state, territory, governmental district, municipality, or of any instrumentality thereof;

(m) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(p) Merge and consolidate with other corporation is a corporation not for profit.

#### ARTICLE IV

##### MEMBERSHIP

(a) Trustees as Membership. The sole class of members of this Corporation shall be its trustees.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

DURATION

The Corporation shall have perpetual existence.

ARTICLE VI

MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Trustees. The Board of Trustees shall consist of not less than three (3) persons. Trustees shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents and a Secretary/Treasurer. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

The names and street addresses of the officers and Trustees who are to manage all of the affairs of the Corporation until the first annual meeting are:

<u>Name</u>	<u>Address</u>
James Feeley, Jr.	825 NW 31st Avenue Ft. Lauderdale, FL 33311
John Ferguson	825 NW 31st Avenue Ft Lauderdale, FL 33311
Howard A. Kusnick	8211 W. Broward Blvd. #420 Ft. Lauderdale, FL 33324

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 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 affect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the articles of incorporation of this Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE VIII

##### BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the Bylaws.

#### ARTICLE IX

##### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members of their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the Corporation.

ARTICLE X

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the charitable corporate purposes selected by the Board of Trustees.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, Trustees, officers, or members. In addition, no part of the income of the Corporation shall be distributed that the Corporation may pay compensation in a reasonable amount to its members, Trustees, and officers for services rendered.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, should the Corporation have

established its own tax exempt status.

ARTICLE XII

SUBSCRIBERS

The names and street addresses of the subscribers to this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James Feeley, Jr.	825 NW 31st Avenue Ft. Lauderdale, FL 33311
John Ferguson	825 NW 31st Avenue Ft. Lauderdale, FL 33311
Howard A. Kusnick	8211 W. Broward Blvd. #420 Ft. Lauderdale, FL 33324

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 8211 W. Broward Boulevard, Suite 420, Ft. Lauderdale, Florida 33324 and hereby designate and appoint Howard A. Kusnick, as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify any officer, Trustee, or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XV

PROHIBITED ACTIVITIES

The Corporation shall not:

Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.

We, the undersigned, being the incorporators of this Corporation, and including all the persons herein named as the subscribers of this Corporation, for the purpose of forming this nonprofit charitable Corporation under the Laws of Florida have executed these Articles of Incorporation on the 1 day of December, 1997.

  
JAMES FEELEY, JR.

  
JOHN FERGUSON

  
HOWARD A. KUSNICK

STATE OF FLORIDA )  
                          SS:  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared JAMES FEELEY, JR., JOHN FERGUSON and HOWARD A. KUSNICK, to me well

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known and well known to me to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation, and who acknowledged before me that they executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 1 day of December, 1997.

Sandra J. Fallas  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE.

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In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that CHILDREN 2000 INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated at Article XIII of the Within Articles of Incorporation, at

has named Howard A. Kusnick

located at 8211 W. Broward Boulevard, Suite 420, Ft. Lauderdale, Florida 33324

as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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