

N970000006960

DATE 12/10/97

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: SANTO'S HOUSE, INC.

500002372035--7

-12/15/97-01062-007
***122.50 ***122.50

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION
TOGETHER WITH A COPY OF SAID ARTICLES FOR SANTO'S HOUSE, INC.
AND OUR CHECK IN THE AMOUNT OF \$ 122.50 AS FOLLOWS:

FILING FEE	\$ 35.00
REGISTERED AGENT	35.00
CERTIFIED COPY	52.50

\$ 122.50
=====

RESPECTFULLY SUBMITTED,

INDIVIDUAL: *[Signature]*

CORPORATION: SANTO'S HOUSE, INC.

FILED
97 DEC 15 AM 9:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]
12/16/97

ARTICLES OF INCORPORATION
OF

Santo's House, Inc.

(A Corporation Not-For-Profit)

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, certify, file, and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Not-For-Profit Corporation Act.

ARTICLE I

NAME

The name of the corporation shall be Santo's House, Inc. (hereinafter referred to as the "Corporation"). It's principal office shall be at 3760 N.W. 78th Lane, Coral Springs, FL , or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE III

PURPOSES

The purpose for which the Corporation is organized is to open and operate a workplace training center.

ARTICLE IV

POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized.

ARTICLE V

PROHIBITION AGAINST DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the Corporation, if any, shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In the event there are excess receipts over disbursements, such excess shall be applied against future expenses.

ARTICLE VI

CAPITAL STOCK

The Corporation shall have no capital stock and shall be governed by directors rather than shareholders.

ARTICLE VII

MEMBERSHIP

The qualifications for directors and the manner of their appointment shall be as regulated by the By-Laws of the Corporation.

ARTICLE VIII

NUMBER OF DIRECTORS

The Corporation shall have not less than three (3) directors.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting provided for in the By-Laws. Provisions for election and provisions respecting removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws. The number of directors constituting the initial Board of Directors is four (4). The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
<u>Santo Mineo</u>	<u>3760 N.W. 78th Lane</u> <u>Coral Springs, Florida</u>
<u>Martha Mineo</u>	<u>3760 N.W. 78th Lane</u> <u>Coral Springs, Florida</u>
<u>James Moore</u>	<u>3760 N.W. 78th Lane</u> <u>Coral Springs, Florida</u>
<u>Louis Florio</u>	<u>3273 Coral Lake Drive</u> <u>Coral Springs, Florida</u>

ARTICLE X

INCORPORATOR

The name(s) and addresses of the incorporator(s) of these Article of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
<u>Santo Mineo</u>	<u>3760 N.W. 78th Lane</u> <u>Coral Springs, Florida</u>
_____	_____
_____	_____

ARTICLE XI

OFFICERS

A. The principal officers of the Corporation shall be:

Chairman of the Board of Directors;
President;
Vice President;
Secretary; and
Treasurer;

who shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation.

B. The names of the officers who are to serve until the first election of officers, pursuant to the By-Laws, are as follows:

Chairman: Santo Mineo
President: Santo Mineo
Vice President: Martha Mineo
Secretary: Louis Florio
Treasurer: Santo Mineo
Director: James Moore

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer from and against any and all claims and liabilities, and legal and other expenses incurred in connection therewith to which such person shall become subject to by reason of his or her having been, or hereafter being a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, to the fullest extent permitted by the law.

ARTICLE XIII

DISSOLUTION

Upon 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. Any such assets not disposed of shall be disposed of 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 3760 N.W. 78th Lane; Coral Springs, Florida and the initial registered agent of the Corporation at that address is Santo Mineo.

ARTICLE XV

AMENDMENT OF ARTICLES

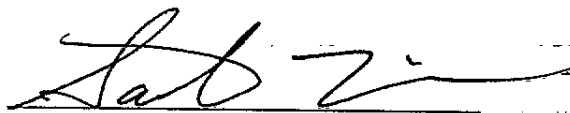
The power to alter, amend, and repeal the Articles of Incorporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by at least seventy-five percent (75%) of all directors.

ARTICLE XVI

BY-LAWS

The Board of Directors of the Corporation shall adopt By-Laws for the government of the Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The By-laws may be amended, altered, supplemented, modified or added to by the Board of Directors at any duly convened meeting of the Board of Directors which is noticed in the manner provided for in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned, Santo Mineo
being a natural person, competent to contract, has hereunto
set his hand and seal this day 10th
of December 1997.

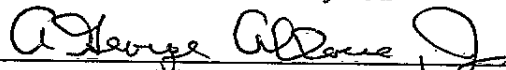


STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State
of Florida personally appeared Santo Mineo to me well known
and known to me to be the individual described herein (or who
produced

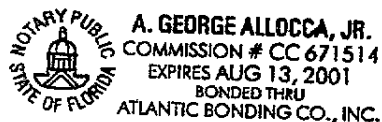
as identification) and who executed the foregoing
Article of Incorporation, and he acknowledged before me
that he executed the same freely and voluntarily for the
purposes therein expressed.

WITNESS my hand and official seal this 10th day of December
1997



Notary Public, State of Florida
My commission expires:

(Notary Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

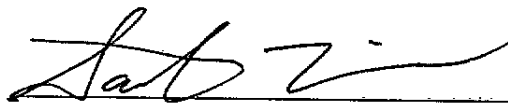
IN COMPLIANCE WITH SECTION 48.901, Florida Statutes,
the following is submitted:

Santo's House, Inc. a not-
for-profit corporation being organized under the laws of the
State of Florida, with its principal place of business at
3760 N.W. 78 Lane, Coral Springs, Florida, has named Santo
Mineo, as its agent to accept service of process within the
State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for
, at the place
designated in this Certificate, I hereby agree to act in such
capacity and agree to comply with the provisions of said Act
with respect to keeping such office open.

By:



REGISTERED AGENT

FILED
97 DEC 15 AM 9:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA