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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILINGS, INC. TERESA ROMAN  
 (Requestor's Name)  
 2805 LITTLE DEAL ROAD  
 (Address)  
 TALLAHASSEE, FLORIDA 32308 (904) 385-6735  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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 -12/17/97-01001-005  
 \*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Janus Foundation USA, Inc.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. ROMAN  
 DEC 16 1997

Examiner's Initials

ARTICLES OF INCORPORATION  
of  
JANUS Foundation USA, Inc.  
a corporation not for profit

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ARTICLE I - NAME

The name of this corporation is JANUS Foundation USA, Inc., a corporation not for profit

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
Suite 1015  
999 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

ARTICLE III - PURPOSE

This non-profit corporation is a foundation organized to promote the Synergetic Evolution of Nature and Mankind.

ARTICLE IV - QUALIFICATION OF MEMBERS

This corporation shall not have any membership.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these articles is  
Teresa Román  
Vice-President, Filings, Inc., a Florida corporation,  
3732 Northwest 16th Street, Fort Lauderdale, Florida 33311.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

Thomas Qubeck  
Suite 1015, 999 Ponce de Leon Blvd.  
Coral Gables, Florida 33134  
Gabriele Wollensak  
Suite 1015, 999 Ponce de Leon Blvd.  
Coral Gables, Florida 33134  
Helmut Rosenthal  
Suite 1015, 999 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

## ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

## ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

## ARTICLE X - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that the corporation 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 Article III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing

statements or otherwise. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).


#### ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 16, 1997

Filings, Inc.  
by Teresa Roman, Vice-President

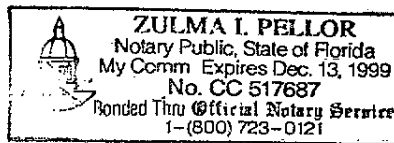
  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this  
16th day of December, 1997 by Teresa Roman, who is  
personally known to me and who did take an oath.

*Zulma Pellor*  
\_\_\_\_\_  
Zulma Pellor  
Notary Public,  
State of Florida

My Commission Expires:  
Commission Number:



Certificate 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 607.0501, Florida Statutes, the following is submitted:

First that JANUS Foundation USA, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: December 16, 1997

Teresa Roman  
Teresa Roman, Vice-President

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. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 16, 1997

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman

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