

N 98000000384

JOEL SCHLEIFER

400 West Prospect Road, Suite 1

Fort Lauderdale, FL 33309

Phone: (954) 568-5789 Fax: (954) 568-5786

Outside of Broward County: 1-888-259-9693

January 16, 1998

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DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, FL 32314

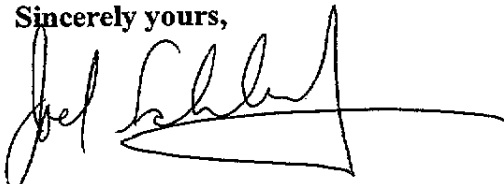
To whom it may concern:

Enclosed is a check for the registration for the corporation HABITAT AND WILDLIFE KNOWLEDGE SERVICES, INC. Upon completion, please forward the approved corporation papers to our address:

JOEL SCHLEIFER
400 West Prospect Road, Suite 1
Ft. Lauderdale, FL 33309

If you have any questions, please feel free to call.

Sincerely yours,



Joel Schleifer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

nm 1-23-98

ARTICLES OF INCORPORATION

OF

HABITAT AND WILDLIFE KNOWLEDGE SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit in compliance with Section 617.0202 Florida Statutes, under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is:

HABITAT AND WILDLIFE KNOWLEDGE SERVICES, INC.

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities permitted under the Laws of the United States and of the State of Florida for the following purposes:

1. To exercise all the powers conferred by the Laws of the State of Florida to a not for profit Corporation.
2. Notwithstanding any other provision of these Articles, the purposes for which the HABITAT AND WILDLIFE KNOWLEDGE SERVICES, INC., is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. It is a fundamental principle of the corporation that programs developed by the corporation must benefit the community in which they reside.
3. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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TALLAHASSEE, FLORIDA

ARTICLE IV

The initial street address of the principal office of this Corporation in the State of Florida is 9443 NW 42 STREET, SUNRISE, FL 33351. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida or without the State of Florida and within the United States as may be designated from time to time by the Directors of the Corporation.

ARTICLE V

Pursuant to Chapter 48.091, Florida Statutes, JACQUELINE CORRICELLI, 9443 NW 42 STREET, SUNRISE, FL 33351, is hereby named as registered agent of this Corporation to accept service of process within the State of Florida, that the said JACQUELINE CORRICELLI, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

ARTICLE VI

The names and addresses of the Subscribers of this Corporation are as follows:

JACQUELINE CORRICELLI, President	9443 NW 42 Street Sunrise, FL 33351
VERED NOGRAD, Vice President	7907 NW 67 Avenue Tamarac, FL 33321
RICHARD CORRICELLI, Treasurer	9443 NW 42 Street Sunrise, FL 33351
BARBARA WATERS, Secretary	16420 NW 52 Court Lauderhill, FL 33319

ARTICLE VII

The membership of the Corporation shall consist of the persons serving as Directors of the Corporation and such other persons as shall be elected to membership from time to time by the Board of Directors, those persons being any community leader or other persons eighteen years of age or older, as stated in the By Laws. The first members of the Corporation shall be those persons constituting the Board of Directors.

ARTICLE VIII

This Corporation shall not have less than three (3) Directors initially; the number of Directors may be increased from time to time by By-Laws adopted by the Directors, but shall never be less than three (3).

ARTICLE IX

The names and addresses of the members of the first Board of Directors are:

NAME	ADDRESS
JACQUELINE CORRICELLI, President	9443 NW 42 Street Sunrise, FL 33351
VERED NOGRAD, Vice President	7907 NW 67 Avenue Tamarac, FL 33321
RICHARD CORRICELLI, Treasurer	9443 NW 42 Street Sunrise, FL 33351
BARBARA WATERS, Secretary	16420 NW 52 Court Lauderhill, FL 33319

ARTICLE X

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the membership, and approved at a membership meeting by a majority of the members entitled to vote thereon, unless all the Directors and all the qualified members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Subject to the limitations contained in the By Laws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida, concerning Corporation action that must be authorized or approved by the members of the Corporation, By Laws of this Corporation may be made, altered, rescinded, added to, or new By Laws may be adopted, either by a Resolution of the Board of Directors or by following the procedure set forth therefor in the By Laws.

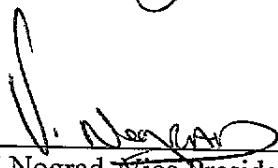
ARTICLE XII

The property of this Corporation is irrevocably dedicated to serving the needs of the WILDLIFE IN THE STATE OF FLORIDA, 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.

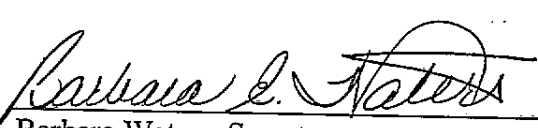
ARTICLE XIII

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 1~~st~~ day of January, 1998.


Vered Nograd, Vice President

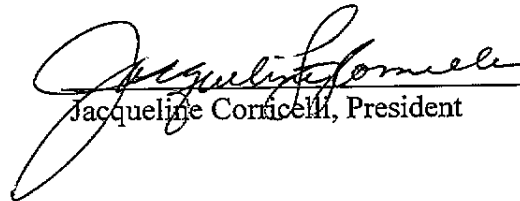

Richard Corricelli, Treasurer


Barbara Waters, Secretary

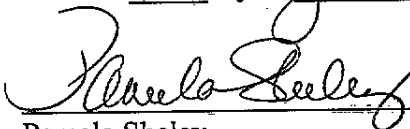
STATE OF FLORIDA }
COUNTY OF BROWARD }

SS:

BEFORE ME, the undersigned authority, personally appeared JACQUELINE CORRICELLI, who being duly sworn, says that she is the registered agent named in the foregoing Articles of Incorporation for the Corporation, that she has read the Articles of Incorporation and the allegations therein contained are true and correct to the best of her knowledge and belief.


Jacqueline Corricelli, President

SWORN TO AND SUBSCRIBED BEFORE
ME this 15th day of January, 1998.


Pamela Sheley
Notary Public, State of Florida



Pamela Sheley
MY COMMISSION # CC692493 EXPIRES
December 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

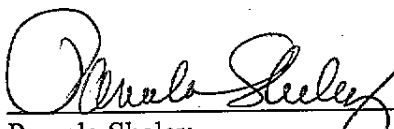
My commission expires: December 3, 2001

STATE OF FLORIDA }
COUNTY OF BROWARD }

SS:

BEFORE ME, the undersigned authority, personally appeared VERED NOGRAD, who is to me well known to be one of the persons described in and who subscribed the above and foregoing Articles of Incorporation, and voluntarily acknowledged before me that she made and subscribed the same for purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 15th day of January, 1998.


Pamela Sheley
Notary Public, State of Florida



Pamela Sheley
MY COMMISSION # CC692493 EXPIRES
December 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

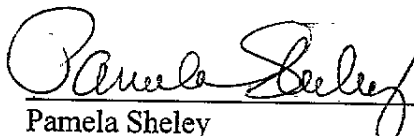
My commission expires: December 3, 2001

STATE OF FLORIDA }
COUNTY OF BROWARD }

SS:

BEFORE ME, the undersigned authority, personally appeared RICHARD CORRICELLI, who is to me well known to be one of the persons described in and who subscribed the above and foregoing Articles of Incorporation, and voluntarily acknowledged before me that he made and subscribed the same for purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 15th day of January, 1998.


Pamela Sheley
Notary Public, State of Florida



Pamela Sheley
MY COMMISSION # CC692493 EXPIRES
December 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


My commission expires: December 3, 2001

STATE OF FLORIDA }
COUNTY OF BROWARD }

SS:

BEFORE ME, the undersigned authority, personally appeared BARBARA WATERS, who is to me well known to be one of the persons described in and who subscribed the above and foregoing Articles of Incorporation, and voluntarily acknowledged before me that she made and subscribed the same for purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 15th day of January, 1998.


Pamela Sheley
Notary Public, State of Florida



Pamela Sheley
MY COMMISSION # CC692493 EXPIRES
December 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires: December 3, 2001

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091 Florida Statutes the following is submitted, in compliance
with said Act:

First that JACQUELINE CORRICELLI, desiring to organize under the Laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation at Sunrise, County of
Broward. State of Florida has named JACQUELINE CORRICELLI as Registered Agent. Located
at 9443 NW 42 Street, Sunrise, FL 33351, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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.

BY: 