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SUFFER THE CHILDREN FOUNDATION, INC.
P.O. BOX 7806
PORT ST. LUCIE, FL 34985
561 878-8000

February 20, 1998

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*****70.00 *****70.00

Terri Buckley
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

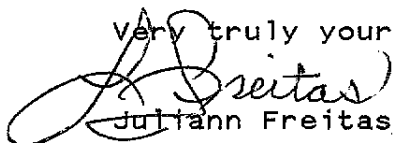
In Re: SUFFER THE CHILDREN FOUNDATION, INCORPORATED

Dear Terri:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy Dollars which represents the filing fee in reference to the above.

If you should have any questions concerning the above, please do not hesitate to contact me.

Very truly yours,


Juliann Freitas

encls.

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98 FEB 26 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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SUFFER THE CHILDREN FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for profit under the pursuant to Chapter 617, Florida Statutes and do certify as follows:

ARTICLE I
NAME

The name of this corporation is SUFFER THE CHILDREN FOUNDATION, INC. The corporation is sometimes referred to herein as the "Corporation".

ARTICLE II
DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is: 249 SW Whitmore Drive, Port St. Lucie, Florida 34984/PO Box 7806, Port St. Lucie, Florida 34985. The registered agent of the Corporation at that address is: Juliann P. Freitas.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 1. This Corporation is a corporation not for profit organized for non-profit purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Corporation.

Section 2. The objects and purposes for which this Corporation is organized are as follows:

a. To publicize and act as a clearinghouse of information concerning brain and neural system cancer in children.

b. To conduct environmental testing to determine causes of childhood cancers.

c. To raise funds to conduct testing, and to provide support to ill children and their families.

d. To distribute and market environmentally safe products in order to provide funds for support of ill children, families, and to conduct environmental testing.

e. To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purpose as are deemed necessary or proper by its Directors. The corporation shall have all of the powers of a corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

f. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation, but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

g. To exclusively promote and carry on any other charitable, scientific, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue code, as amended, and under the Florida nonprofit corporation Act.

ARTICLE V MEMBERS

Section 1. The Members of this Corporation shall consist of those persons who apply for membership on the forms and for the terms prescribed by the Board of Directors and who pay the prescribed dues as established by the Board of Directors from time to time.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VI TERM

This Corporation shall exist perpetually

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3)

Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the Members of the Corporation. The names and addresses of the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

Name:

Address:

Juliann Freitas

249 SW Whitmore Drive
Port St. Lucie, FL 34984

Marge McIntyre

3437 SW Ronald Street
Port St. Lucie, FL 34953

Marjorie Pierce

140 LaJean Drive
Ft. Pierce, FL 34945

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

Juliann Freitas

President

Marge McIntyre

Vice-President

Marjorie Pierce

Secretary/Treasurer

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer

may be entitled.

ARTICLE X
DISPOSITION OF ASSETS UPON DISSOLUTION

No member, Director or officer of the corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Unless agreed to the contrary by seventy-five (75%) percent of the members of the Corporation, upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to any appropriate public body, agency or agencies, or any one of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the corporation entitled to vote.

ARTICLE XII
BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation present at any annual or special meeting of the Members.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Juliann Freitas	249 Sw Whitmore Drive Port St. Lucie, FL 34984
Marge McIntyre	3437 SW Ronald Street Port St. Lucie, FL 34953
Marjorie Pierce	140 LaJean Drive Ft. Pierce, FL 34945

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation be executed this 20th day of February, 1998.



BRIDGET A. CONAWAY
COMMISSION # CC 529342
EXPIRES FEB 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Bridget A. Conaway

Julianne Freitas
JULIANNE FREITAS

Marge McIntyre
MARGE MCINTYRE

Marjorie Pierce
MARJORIE PIERCE

STATE OF FLORIDA
COUNTY OF ST. LUCIE

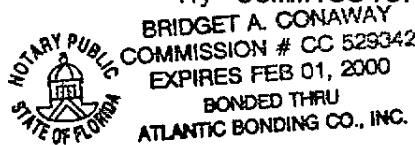
BEFORE ME, the undersigned Notary Public, personally appeared Julianne Freitas, who being known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

GIVEN under my hand and seal this 20th day of February, 1998.

(Notary Seal)

Bridget A. Conaway
Notary Public
My Commission Expires: Feb. 01, 2000

STATE OF FLORIDA
COUNTY OF ST. LUCIE



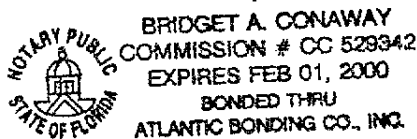
BEFORE ME, the undersigned Notary Public, personally appeared Marge McIntyre, who being known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

GIVEN under my hand and seal this 20th day of February, 1998.

(Notary Seal)

Bridget A. Conaway
Notary Public
My Commission Expires: Feb 01, 2000

STATE OF FLORIDA
COUNTY OF ST. LUCIE



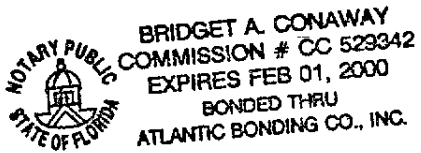
BEFORE ME, the undersigned Notary Public, personally appeared Marjorie Pierce, who being known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are

true, and that they executed the same freely and voluntarily and for the purposes stated therein.

GIVEN under my hand and seal this 20th day of February, 1998.

(Notary Seal)

Bridget A. Conaway
Notary Public
My Commission Expires: Feb 01, 2000



ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

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 place.


Julianh Freitas

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TALLAHASSEE, FLORIDA