



The American Living Trust Corporation

Phone (954) 472-3195

Beeper (954) 223-8117

March 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

198000001817

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:19

Re: Children's Embassy, Inc.

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for Children's Embassy, Inc., the Certificate and Acknowledgement of Registered Agent and Check #1021, in the amount of \$122.50, representing the filing fee to incorporate a not for profit corporation.

Please forward the Certificate of Incorporation, transmittal letter and a filed copy of said articles to the principle place of business, located at 10961 N.W. 12th Dr., Plantation, Fl., 33322.

Thank you for your time and attention to this request.

Very truly yours,


John R. Cates, V.P.

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Articles of Incorporation

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Articles of incorporation of the undersigned, a majority of whom are United States citizens, desiring to form a Non-Profit Corporation under the Not for Profit Corporation Law of Florida, do hereby certify:

FIRST: The name of the corporation shall be
Children's Embassy, inc.

SECOND: The place in this state where the principal office of the Corporation is to located is the City of Plantation, Broward County. Located at 10961 NW 12 Drive, Plantation, FL. 33322

THIRD: Said Corporation is organized exclusively for the charitable, educational, scientific, literary, and the prevention of cruelty to children or animals purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

FOURTH: All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its executive board of directors, subject to any limitation listed either in the articles of incorporation or the adopted bylaws of the corporation. Corporate powers are listed in the corporate bylaws. All Corporate bylaws shall be adopted at the first meeting of the initial directors on the executive board.

The executive board of directors must consist of three or more individuals, the number of directors may be increased from time to time by amendment to, or in the manner provided in, the corporate bylaws. The corporation may not have fewer than three directors on the executive board. A director must be at least 18 years of age and shall be elected or appointed in the manner and for the terms set forth in the corporate bylaws.

Each director shall hold office for the term specific to the office elected or appointed to and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

FOURTH: The names and addresses of the Corporation of the persons who are to serve on the initial Executive Board of Directors of the corporation are as follows:

April Yellin
10961 North West 12 Drive
Plantation, Florida 33322

Catherine Karp
5206 Mahogany Drive
Boyton Beach, Florida

Stella Korpela
3400 Pan American Drive
Miami, Florida 33133

-----The street address and the name of its initial registered agent of the corporation is to be:

John Cates
The American Living Trust Corporation
3418 South University Drive
suite 222
Davie, Florida 33328

FIFTH: The initial bylaws of the corporation shall be adopted by its initial trustee(s), to be known as the, executive board of directors. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Executive Board of Directors. The bylaws may contain any provision for the

regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

SIXTH: Any provision not inconsistent with law, regarding the regulations of the internal affairs of the corporation, including, without limitation, any provision with respect to the relative rights or interests of the members as among themselves or in the property of the corporation shall be set forth by the corporate bylaws and adopted by the initial trustee(s), known as the executive board of directors, and should include:

1. any provision designating the class or classes of members and the qualifications and rights of the members of each class.
2. Membership is not transferable
3. The manner of membership termination. The rights, upon termination of membership, of the corporation, the terminated members, and the remaining members.
4. Any other relevant membership qualifiers.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 the furtherance of the purposes set forth in Article Third hereof.

EIGHTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf on or in opposition to any candidate for public office. The corporation may, in furtherance of it stated

goals and to an insignificant degree, act in support of children and for the benefit of children's advocates.

NINTH: Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

TENTH: 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Broward County or 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.

ELEVENTH: The corporation shall not act in any discriminatory way. The corporation may not act in any way that will result in the discrimination of any color, race, disability, gender, national origin, sexual orientation, martial status, religion, or other division not yet titled.

TWELFTH: The Corporation reserves the right from time to time to make any changes or amendments to its charter, Articles of Incorporation, or bylaws, as is deemed necessary by the board of directors, and is consistent with the furtherance of the corporations stated purposes.

In witness whereof and for the stated purposes, I, April Yellin, a citizen of the United States, who resides at 10961 NW 12 Drive, Plantation Florida, hereunto subscribed my name, as the incorporator of the above named corporation, this Monday, the 23 day of MARCH, 1998.

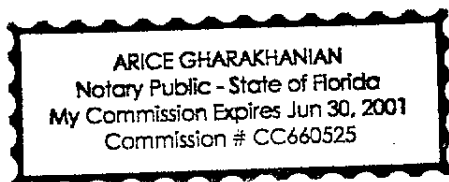
X April Yellin

On March 23rd, 1998, before me appeared APRIL YELLIN, known to me to be the person described in and who executed the foregoing document, who acknowledged before me that she executed the same, and an oath was not taken. Said person provided the following type of identification:

Drivers License, #: Y450-017-74-630-0

Witness my hand and seal in the County and State last aforesaid this 23rd day of March, 1998.

Arice Gharakhanian
NOTARY



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

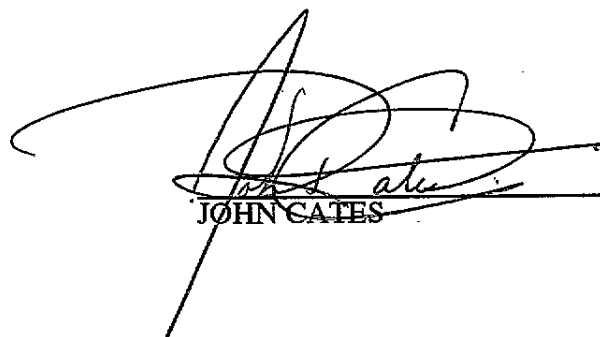
OF

CHILDREN'S EMBASSY, INC.

Pursuant to Florida law, the following is submitted: The above corporation, desiring to organize under the laws of the State Of Florida with its registered office as indicated in the Articles of Incorporation at 3418 S. University Dr., #222, Davie, Fl. 33328, has named JOHN CATES, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of Florida Law and it's statutes in performing the duties and responsibilities of said office.


JOHN CATES 3/23/98