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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: L.I.V.E. FOUNDATION, INC.

AUDIT NUMBER.....H98000006679

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION
OF
L.I.V.E. FOUNDATION, INC.
a Florida corporation not for profit**

THE UNDERSIGNED, desiring to form a non-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida as its Articles of Incorporation the following:

ARTICLE I - NAME

The name of this Corporation shall be:

L.I.V.E. FOUNDATION, INC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this corporation is:

7180 West 9th Court
Hialeah, Florida 33014

ARTICLE III - STATUS

The corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

ARTICLE IV - PURPOSE

The purpose for which this corporation is organized is to form a charitable organization to benefit terminally ill patients by providing them with community services, counseling, medical support, retirement/disability planning and related needs that these people may have. No part of the net earnings of this corporation shall ever inure to the benefit of any individual.

This instrument prepared by:
Marvin I. Wiener, Esq.
FBN 087610
2121 Ponce de Leon Boulevard
Suite 900
Coral Gables, Florida 33134
(305) 445-8888

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ARTICLE V - PROHIBITED ACTIVITIES

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 1986 Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI - DIRECTORS

This corporation shall have a board of directors consisting of at least ~~three~~ person. The Board of Directors shall be elected in accordance with the provisions contained in the bylaws of this corporation.

ARTICLE VII - MANAGEMENT

The affairs of the corporation shall be managed by a president, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the -laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the by-laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

ARTICLE VIII - BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws so long as such bylaws are in accordance with the laws of the State of Florida and the Internal Revenue Code.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this corporation is:

Ann Marie Triana
7180 West 9th Court
Hialeah, Florida 33014

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is located at Suite 900, 2121 Ponce de Leon Blvd., Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at this address Marvin I. Wiener, Esq.

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ARTICLE XI - MEMBERS

The members of this corporation shall consist of the incorporator named herein and such other persons as are approved for membership by the Board of Directors as provided in the by-laws.

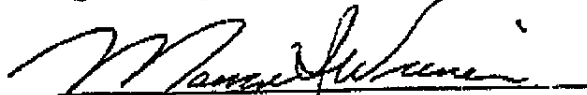
ARTICLE XII - AMENDMENTS

This corporation acting through its Board of Directors reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 15th day of March, 1998.

 (SEAL)
Ann Marie Triana

The undersigned whose street address is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.


Marvin I. Wiener
Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of March, 1998
by Ann Marie Triana of L.I.V.E. FOUNDATION, INC., a Florida corporation, on behalf of the
corporation. She is personally known to me or has produced _____ as identification.

Margaret M. Higgins
Notary Public
State of Florida



RESIDENT AGENT
CERTIFICATE

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

First: That L.I.V.E. FOUNDATION, INC., desiring to organize under the laws of
the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of
Hialeah, County of Dade, State of Florida, has named MARVIN I. WIENER, ESQ., as its agent to
accept service of process within this state.

Dated March 12, 1998.

Ann Marie Triana
Ann Marie Triana

ACKNOWLEDGMENT

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

Marvin I. Wiener
Marvin I. Wiener
Resident Agent

Corp\Triana\Articles, Inc

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