

N98000002826



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 820386 4303929

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 820386-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 10:57

200002525562--9

DOMESTIC FILING

NAME: GUARDIAN ANGELS FOR ABUSED
CHILDREN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

509
W98-11171

RECEIVED
98 MAY 15 PM 12:02
DIVISION OF CORPORATIONS
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GUARDIAN ANGELS FOR ABUSED CHILDREN, INC.
Ref. Number: W98000011171

RESUBMIT
Please give original
submission date on file.

We have received your document for GUARDIAN ANGELS FOR ABUSED CHILDREN, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00027337

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**Articles of Incorporation
of
Guardian Angels for Abused Children , Inc.
(A Florida Corporation Not For Profit)**

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ARTICLE I

The name of the Corporation is Guardian Angels for Abused Children, Inc., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be: c/o Kevin Carmichael, Greenberg Traurig, Hoffman, Lipoff, Rosen & Quentel, P.C., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

The primary purpose of the Corporation is to serve the needs of children from birth through age eighteen who are the victims of physical, sexual and emotional abuse by providing medical, psychological and psychosocial support services for such children and their families and raising public awareness of child abuse. The Corporation may engage in such other charitable and educational purposes which are directly related to the Corporation's primary purpose including, the making of distributions to organizations of similar purpose that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have those additional powers specified in its bylaws.

ARTICLE VI

(A) The affairs of the Corporation shall be guided by a Board of Directors of no less than five (5) directors composed of the following functional parts:

1. Board of Governors
2. Executive Board
3. Advisory Board

(B) Board of Governors. Except as otherwise provided in these Articles and the Bylaws of the Corporation, all of the voting authority to govern the existence and operations of the Corporation shall be vested in a Board of Governors of no less than five (5) and no more than eleven (11) directors. Except as provided below, the operational and voting authority to govern the Corporation may be delegated to the Executive Board or to one or more Committees of the Board of Directors consisting of members of the Board of Governors and Executive Board as may established by the Board of Governors in accordance with the Bylaws.

1. Non-Delegable Powers.

(a) The power to amend the Articles of the Corporation and the Bylaws shall be vested in the Board of Governors and may not be delegated.

(b) The power to elect members of the Board of Governors shall be vested in the Board of Governors and may not be delegated.

(c) The power to elect and define the duties, responsibilities and compensation of Officers and Directors of the Corporation shall be vested in the Board of Governors and may not be delegated.

2. The initial Board of Governors shall serve for a period of five (5) years unless they resign or are otherwise removed in accordance with the Bylaws. The method of election of successor directors shall be as set forth in the Bylaws. The members of the initial Board of Directors are:

Norma Quintero
Penny Grant, M.D.
Walter Lambert, M.D.
Roseanne T. Morse, M.S.
Genevieve Dupuy, RN
Barth A. Green, M.D.
Marilyn Glassberg, M.D.
Holly Skolnick, Esq.
Ophelia Stern

(C) Executive Board. The Executive Board shall have operational responsibility for overseeing the implementation of the purposes of the Corporation in Miami-Dade and Broward Counties. The Executive Board shall have those powers delegated to it by the Board of Governors under the Bylaws. The Executive Board shall vote on those issues placed before it by the Board of Governors in accordance with the Bylaws. The term of office and method of election of the Executive Board shall be as set forth in the Bylaws. The initial members of the Executive Board shall be:

Ray Levi, CPA
Raymond Kattoura
Andy Fernandez
Zulema Iznaga
Ana Verela
Marlen Baladron-Alvarez
Betty Rojas

(D) Advisory Board The Board of Governors may authorize parties to serve in an advisory or emeritus position with respect to the board of directors, including by way of example but not by way of limitation, as an advisory or emeritus director, as a chair emeritus of the board of directors or as a vice-chair emeritus of the board of directors. These positions shall be honorary positions and parties elected to those positions may be asked to attend meetings of the board of directors and meeting of the shareholders from time to time. A party holding an advisory or emeritus position shall not be an officer or director of the company, shall have no vote at a director's meeting, shall receive no fees for service in that position and shall not be given access to material, non-published information pertaining to the Corporation. A party filling an emeritus position shall be requested to do so because of his or her community involvement, experience with the social issues addressed by the Corporation's purposes and by contributions to the Corporation. The terms of office of the members of the Advisory Board shall be as set forth in the By-laws. The initial Advisory Board shall consist of the following persons:

Rod Ellis, Ph.D.
Hon. Kathleen A. Kearney
Dennis Siegel, Esq.
Sgt. Det. Herbert
Rita Doval, R.N.
Frann Korn, Ph.D.

ARTICLE VII

The Corporation shall have no members.

ARTICLE VIII

Upon the dissolution of the Corporation, assets shall be distributed by the Board of

Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, 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 furtherance of the purposes set forth in Article IV hereof.

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 of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section to any future federal tax code.

Notwithstanding any other any other provision of these Articles, the Corporation shall not conduct or 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 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future

federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE X

The bylaws of the Corporation may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI

The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the entire Board of Directors.

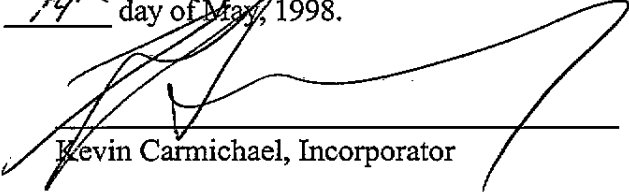
ARTICLE XII

The street address of the Corporation's initial registered office in the State of Florida is: 1221 Brickell Ave., 21st Floor, City of Miami, County of Dade, and the name of its initial registered agent is Kevin Carmichael.

ARTICLE XIII

The name and address of the sole incorporator is Kevin Carmichael, Greenberg Traurig, Hoffman, Lipoff, Rosen & Quentel, P.C., 1221 Brickell Avenue, Miami, Florida 33131 (hereinafter the "Incorporator").

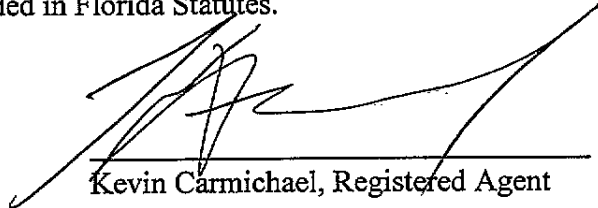
In Witness Whereof, the undersigned, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 14th day of May, 1998.



Kevin Carmichael, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Guardian Angels for Abused Children, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes.


Kevin Carmichael, Registered Agent

Date: May 14, 1998

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