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May 22nd, 1998

Secretary of State
Florida Department of State
Division of Corporation
409E. Gains Street
Tallahassee, FL 32399

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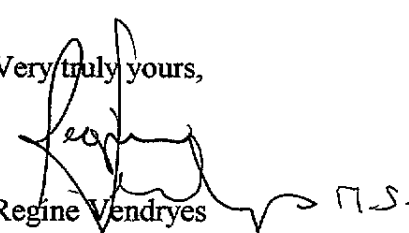
Dear Sir:


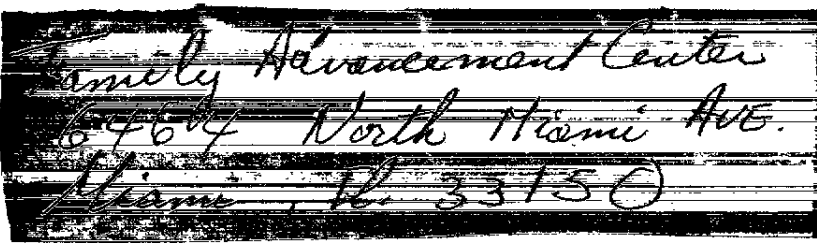
Enclosed, please find the Articles of Incorporation for the Family Advancement Center, Inc. together with a check for \$122.50, covering the registration fee of the corporation.

We would appreciate the registration of this new corporation.

We thank you for your attention to our request.

Very truly yours,


Regine Vendryes
Contact Person

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 2:40

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ARTICLES OF INCORPORATION
OF
"FAMILY ADVANCEMENT CENTER" INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 27 PM 2:40

A NON-PROFIT ORGANIZATION

The undersigned acting as Incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is: *"Family Advancement Center, Inc."*

The principal office of the corporation is located at: 6464 North Miami Ave. Miami Florida 33150

and the address of the corporation is: 6464 North Miami Ave. Miami Florida 33150

Article II

The name of the registered agent of the corporation is Doreen Durant

The address of the registered agent is: 847 N.W. 119 St. Suite 205 Mia Fl. 33168

Article III

The period of duration is perpetual. The corporation is organized pursuant to the Not For Profit Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by laws.

Article IV

The purposes for which this corporation is formed are exclusively charitable, educational, and scientific, and consist of the following:

- 1) To raise the economic, educational and social levels of disadvantaged residents of the State of Florida, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) family ties strengthen; (c) juvenile delinquency, sickness, poverty, crime, and environmental degradation may be lessened.
- 2) To engage in a broad range of community services to prevent juvenile delinquency,

adolescence; to promote child health, learning and academic achievement; reduce drop-out rates; teenage pregnancy, and foster sustained relationships between children, youth and caring adults.

- 3) To promote family preservation and family support services, by focusing on family reunion and keeping those at high risk of separation together; and by providing support services to create reliable family environment to enhance child development.
- 4) To promote the concept of family centered practice and community empowerment; and create a strategic action for partnership comprised of community residents, youth, community leaders, Police Department, churches, service providers, grassroots organizations and government agencies, to respond to overall community need.
- 5) To support and assist by contributions or otherwise, other corporations, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes.
- 6) To perform any part of its business outside the State of Florida, in any other States, Colonies of United States, and any other foreign countries.
- 7) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- 8) All of the foregoing purposes shall be exercises exclusively charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State Income Tax under section 501 (c) (3) of the Internal Revenue Code of 21986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

There shall be three directors on the initial Board of Directors.

The method of election of the Board of Directors shall be stated in the bylaws of the corporation.

The names and addresses of the initial Board of Directors are:

President : Marc A. Joseph
12429 W. Dixie Highway- Miami Fl. 33161

Secretary : Bernard Eugene
410 Palmetto Trail- Weston Fl. 33331

Treasurer : Marc Antoine Gauthier 6420 North Miami Ave. Miami Fl. 33150

ARTICLE VII

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the purpose of generating personal pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individuals, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

ARTICLE VIII

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE IX

Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including

attorney's fees and disbursements incurred by him (or by his heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties, Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

Article XI

The name of the incorporator is Marc A. Joseph M.D.

The address of the incorporator is: 12429 W. Dixie Highway Miami, Fl. 33161

SS# 135-76-6280

These Articles of Incorporation are hereby executed by the incorporator on this 22nd day of May of May 1998.

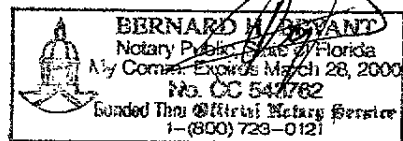
STATE OF FLORIDA

COUNTY OF
DADE BROWARD, PALM BEACH COUNTY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgment, personally appeared to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this

Day of May 22nd 1998.



REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I, Doreen Durant, hereby accept by appointment as registered agent for the Family Advancement Center Inc. a Florida not for profit corporation

Signature: *[Signature]*

Print Name: Doreen Durant

Date: May 22nd 1998

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