

ATTORNEYS AT LAW

COHN, COHN, SINGER
BIANCO & HENDRIX

— A PROFESSIONAL ASSOCIATION —

VANESSA NEGRON COHN
RONALD BRUCE COHN
GILBERT M. SINGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 11:00

JOHN G. BIANCO III
DAVID S. HENDRIX
MICHAEL S. TAYLOR

August 28, 1998

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

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
8-28-98

Re: Articles of Incorporation of For the Family, Inc. and
Rodolf & Associates, Inc.

Dear Sir/Madam:

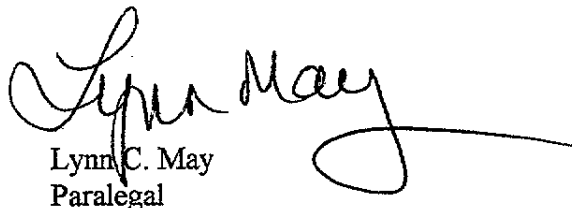
Enclosed are the following:

1. Articles of Incorporation for the above-referenced entities.
2. Two checks in the amount of \$70.00 each to cover your filing fees.

Enclosed you will also find a photocopies of the Articles. Please return this to me with the filing date stamped on it.

Cordially,

COHN, COHN, SINGER,
BIANCO & HENDRIX, P.A.


Lynn C. May
Paralegal

/lm

enclosures

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ARTICLES OF INCORPORATION

OF

FOR THE FAMILY, INC.

A NOT-FOR-PROFIT CORPORATION

EFFECTIVE DATE
8-28-98

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and form a not-for-profit corporation (the "Corporation") under the Florida Not For Profit Corporation Act, as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be FOR THE FAMILY, INC.

ARTICLE II

PURPOSES OF THE CORPORATION

The Corporation is organized to transact any and all business - not for pecuniary profit - for which a corporation may be organized under the Florida Not For Profit Corporation Act.

ARTICLE III

QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, 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 support of the Corporation. 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 publication or distribution of statements) in any local campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue law).

ARTICLES IV

DURATION

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE V

DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the accumulated net earnings of the Corporation exclusively for the benefit of an organization or organizations that are organized and operated exclusively for the purposes set forth in Article II of these Articles of Incorporation, provide that at the time of distribution that organization or organizations are an exempt organization under Section 501(c) (3) or 501(c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Any remaining capital of the Corporation that is not the result of any accumulation of net earnings of the Corporation shall be distributed ratably to its members in proportion to the number of shares of stock in the Corporation the members own relative to the total outstanding number of shares issued by the Corporation.

ARTICLE VI

BY-LAWS

A. The Board of Directors shall prepare the By-Laws of the Corporation and propose the By-Laws to the members.

B. The By-Laws will be effective upon the majority vote of the members approving the By-Laws.

C. Subsequent amendments to the By-Laws may be proposed by either the Board of Directors or by an individual member. Each proposed amendment must be approved by a majority vote of the members.

D. The By-Laws of the Corporation may be rescinded by a majority vote of the members of the Corporation.

ARTICLE VII

AMENDMENTS TO ARTICLES

A. Proposed amendments to the Articles of Incorporation may be made by a majority of the Board of Directors or by a member.

B. The proposed amendment must be adopted by a majority resolution of the members.

ARTICLE VIII

INCORPORATOR

The incorporator of this Corporation is W. Ward Cox, whose address is 6909 N. Albany Avenue, Tampa, Florida 33604-5336.

ARTICLE IX

MEMBERSHIP

A. The Corporation will have two types of membership and these are as follows:

A MEMBERSHIP: Financial Contributors.

The voting and other rights of Type A Members shall be determined in accordance with the Corporation's By-Laws.

B MEMBERSHIP: For the Family, Inc.

The voting and other rights of Type B Membership shall be determined in accordance with the Corporation's By-Laws.

B. The Corporation may issue certificates of stock to Type A Members in the Corporation with one (1) share of stock being issued to a contributing member for every One Hundred Dollars contributed to the Corporation.

ARTICLE X

BOARD OF DIRECTORS OF THE CORPORATION

A. The affairs of the Corporation will be managed by a Board of Directors which will always have a minimum of three (3) members.

B. The names and addresses of the initial Board of Directors

of the Corporation are:

See Attached Exhibit "A"

C. The Board of Directors set forth in Subparagraph B shall serve in that capacity until the first annual meeting of the members of the Corporation, at which time a new Board of Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE XI

INDEMNITY

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, but not limited to, amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit has commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding by reason of having been or being directors or officers; provided that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, by-law, agreement, vote of active member or otherwise.

ARTICLE XII

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of the Corporation is W. Ward Cox and the initial registered office shall be at 6909 N. Albany Avenue, Tampa, Florida 33604-5336.

ARTICLE XIII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 6909 N. Albany Avenue, Tampa, Florida 33604-5336.

These Articles of Incorporation are dated and executed in

Tampa, Florida this 28th day of August, 1998.

FOR THE FAMILY, INC.

W. Ward Cox
By: W. Ward Cox, President

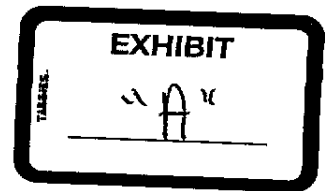
ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for FOR THE FAMILY, INC., at 6909 N. Albany Avenue, Tampa, Florida 33604-5336, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

W. Ward Cox
W. Ward Cox
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 11:00

BOARD OF DIRECTORS
For the Family, Inc.



Mr. Bernie Alessandrini, Fiscal Director, Tampa United Methodist Centers, 912 11th Avenue; Tampa, Florida 33605, (813) 221-5116

Mr. Jack Bichsel, Vice President – Finance, HLA Advertising, 500 N. Westshore Blvd., #605; Tampa, Florida 33609, (813) 286-7799

Mr. Lenox Cooke, Aide to Hillsborough County Commissioner Dr. Thomas Scott, P.O. Box 1110; Tampa, Florida 33601, (813) 272-5720

Ms. Eva Cristiani, LCSW, Supervisor – Brandon Office, Family Service Association, 407 N. Parsons, #104A; Brandon, Florida 33510, (813) 689-8499

Mr. Edward Flom, President, Flom Equities, 2910 W. Bay to Bay Blvd.; Tampa, Florida 33629, (813) 837-6701

Reverend Marcia Free, Pastor, 1st United Church of Tampa, 7308 E. Fowler Ave.; Tampa, Florida 33617, (813) 988-4321

Mr. Jimmie Keel, Assistant Hillsborough County Administrator, P.O. Box 1110; Tampa, Florida 33601, (813) 272-5750

Mr. Donald Linsky, Senior Partner, Linsky and Linsky, 1509-B Sun City Center Plaza; Sun City Center, Florida 33573, (813) 634-5566

Reverend Richard Malivuk, Pastor, All Saints Lutheran Church, 5315 Van Dyke Rd.; Tampa, Florida 33647, (813) 963-0969

Pastor Herman Moten, President, Christian Resource Center of Greater Tampa Bay, 3001 E. Hanna Ave.; Tampa, Florida 33610, (813) 238-6390

Mr. Mark Proctor, President, Proctor Properties, 409 S. Kings Ave.; Brandon, Florida 33511, (813) 689-5659

Dr. Thomas Scott, Hillsborough County Commissioner/Senior Pastor, 34th Street Church of God, 3000 N. 34th Street; Tampa, Florida 33605, (813) 248-6548

Rabbi Ben Shull, Executive Director, Jewish Family Services, 13009 Community Campus Dr.; Tampa, Florida 33625, (813) 960-1848

Mr. Gil Singer, Esq., Senior Partner, Cohn Cohn & Singer, P.O. Box 3424; Tampa, Florida 33601, (813) 254-1400