

N/98000006695

LAW OFFICES  
**CLYATT & RICHARDSON**  
PROFESSIONAL ASSOCIATION  
1551 FORUM PLACE • SUITE 300-F  
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR  
KEVIN F. RICHARDSON

TELEPHONE (561) 471-9600  
FACSIMILE (561) 471-9655

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002693384-0092  
-11/23/98-01038-0092

\*\*\*\$122.50 \*\*\*\*\*78.75

**SUBJECT:** A. One Kids, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

     \$70.00  
Filing Fee

     \$78.75  
Filing Fee  
& Certificate

  X   \$122.50  
Filing Fee  
& Certified Copy

     \$131.25  
Filing Fee,  
Certified Copy &  
Certificate

From: Kevin F. Richardson, Esq.  
1551 Forum Place, Ste. 300-F  
West Palm Beach, FL 33401  
561-471-9600

**FILED**  
98 NOV 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

CB  
11-25-98  
7

ARTICLES OF INCORPORATION  
OF  
FLORIDA NONPROFIT CORPORATION

ARTICLE I

The name of the corporation is A.ONE KIDS, INC.

The principal office of the corporation is: 6600 Georgia Avenue, Ste. 4, West Palm Beach, FL 33405.

The mailing address of this corporation is: 6600 Georgia Avenue, Ste. 4, West Palm Beach, FL 33405.

ARTICLE II  
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of medical, humanitarian, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To deliver, supply and donate medical supplies to the terminally ill children in the cancer ward at a pediatric hospital in Havana, Cuba. There are currently 26 children in the cancer ward. There are beds for more children.
- C. To operate exclusively in any other manner for such medical, humanitarian, religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations, qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations.

FILED  
98 NOV 23 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V  
AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 10 shares of stock membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI  
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the offices of the corporation on the October 1 of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Charles Christopher Moore	6600 Georgia Avenue West Palm Beach, FL 33405
Peter Moore	Same as above
Tim Moore	Same as above.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Charles Christopher Moore	6600 Georgia Avenue West Palm Beach, FL 33405
Secretary: Peter Moore	Same as above
Treasurer: Charles Christopher Moore	Same as above

## ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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.

B. 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 distributions of statements) any political campaign on behalf of any candidate for public office.

C. 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 of 1954 (or the

corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an except organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:  
(a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Charles Christopher Moore	6600 Georgia Avenue West Palm Beach, FL

ARTICLE XI  
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to medical, humanitarian, religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII  
REGISTERED AGENT AND OFFICE

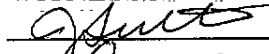
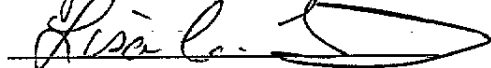
The address of the corporation's registered agent office shall be 1551 Forum Place, Ste. 300-F, West Palm Beach, FL 33401 and the name of its registered agent at said address shall be Kevin F. Richardson.

ARTICLE XIV  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 19 day of November, 1998.

WITNESSED BY:

  
CHARLES CHRISTOPHER MOORE

  
KEVIN F. RICHARDSON, REGISTERED  
AGENT

Having been named as registered agent and 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 this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Kevin Richardson, Registered Agent


November 17, 1998

STATE OF FLORIDA       }  
                                      ) SS  
COUNTY OF PALM BEACH }

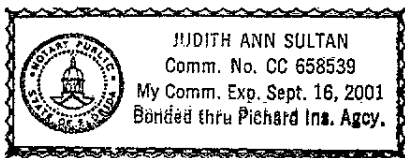
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take the acknowledgments, personally appeared \_\_\_\_\_ to me known to be the person described in who executed the foregoing instrument and has acknowledged before me that \_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

WITNESS my hand and official seal in the County and State aforesaid this 17 day of November, 1998.

My Commission Expires:

  
Notary Signature

\_\_\_\_\_  
Printed Notary Signature



**FILED**  
98 NOV 23 AM 8:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA