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KAREN VERNA †

* LEGAL ASSISTANT

† CERTIFIED LEGAL ASSISTANT

March 31, 1999

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

RE: City Of God's Children

To Whom It May Concern:

Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Karen Verna
Certified Legal Assistant

enclosure

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ARTICLES OF INCORPORATION

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of

CITY OF GOD'S CHILDREN, INC.

Article I

The name of the corporation is: CITY OF GOD'S CHILDREN, Inc.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and carried on are any legal things allowed and permitted to be done by corporations under the laws of the State of Florida.

Article IV

This shall be a for not for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7515 W. Oakland Park Blvd., Suite 100, Ft Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule.

Article VI

The name of the person signing these articles is: Nat Cerribelli, 7515 W. Oakland Park Blvd. Suite 100, Ft Lauderdale, FL. 33319.

Article VII

The principle place of business and mailing address will be 7515 W. Oakland Park Blvd. Suite 100, Ft Lauderdale, FL. 33319.

IN WITNESS WHEREOF, the undersigned subscriber
has executed these Articles of Incorporation, this 25th day of
March, 1999.



NAT CERREBELLI

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

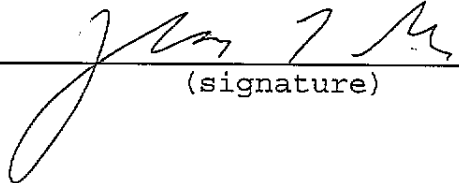
1. The name of the corporation is:
City of God's Children, Inc.
2. The name and address of the registered agent and office is:

James L. Soule, Esquire
(name)

7515 W. Oakland Park Blvd., Suite 100
(P.O. Box not acceptable)

Ft. Lauderdale, FL 33319
(City/State/Zip)

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 obligations of my position as registered agent.


(signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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