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FLORIDA PROFIT CORPORATION OR P.A.

EARTHKIND, INC.

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ARTICLES OF INCORPORATION
OF

EARTHKIND, INC.

The undersigned, acting as incorporator of a Non-Profit Corporation, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this Corporation shall be:

EARTHKIND, INC.

ARTICLE II.

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing of these Articles of Incorporation with the Secretary of State's Office.

ARTICLE III.

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of religious, charitable, educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (b) to operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

ARTICLE IV.

The qualifications for members and the manner of their admission shall be as set forth in the By-Laws.

ARTICLE V.

The street address and city of the initial registered office of the corporation and its initial registered agent at such address is:

Registered Office: 918 SW 4th Street
Fort Lauderdale, Florida 33312

Prepared by: JEFFREY D. KASTNER, ESQUIRE
10400 Griffin Road, Suite 203 A
Cooper City, Florida 33328
954-252-0555 FL Bar #263249

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Registered Agent: Susan McCullom
918 SW 4th Street
Fort Lauderdale, Florida 33312

The registered office is also the principal office.

ARTICLE VI.

The Board of Directors shall consist of five (5) members and the initial Board of Directors shall be comprised of the following:

	Name	Address
Director 1 -	Joyce Kaufman 10966 NW 40th Street Sunrise, Florida 33351	
Director 2 -	Rebecca Hewitt 757 SE 17th Street, #147 Fort Lauderdale, Florida 33316	
Director 3 -	Sarah Schulman 1033 Marble Way Boca Raton, Florida 33432	
Director 4 -	Sherry L. Schlueter 10400 Griffin Road, Suite 203A Cooper City, Florida 33328	
Director 5 -	Susan McCullom 918 SW 4th Street Fort Lauderdale, Florida 33312	

Director 1 shall serve for an initial term of one (1) year and shall thereafter be elected for terms of three (3) years each. Directors 2 and 3 shall serve for an initial term of two (2) years and shall thereafter be elected for terms of three (3) years each. Directors 4 and 5 shall serve for an initial term of three (3) years and shall thereafter be elected for terms of three (3) years each. One (1) or two (2) directors shall be elected each year, as appropriate, and after the initial terms, each director shall be elected for three (3) years.

The election of directors shall be by the vote of the directors whose terms have not expired only. Any vacancies on the Board of Directors, whether occurring by resignation, death or incapacity of a director, or for any other reason whatsoever, shall be filled by the directors whose terms have not expired, notwithstanding the fact that the directors whose terms have not expired may not constitute a quorum.

The members of the Corporation shall only have the right to vote for directors in

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the event all positions on the Board of Directors are vacant, for whatever reason. Thereafter, the Members shall have the right to vote for directors at each annual meeting of the Corporation, in lieu of the directors whose terms have not expired.

ARTICLE VII.

This corporation is organized under a non-stock basis.

ARTICLE VIII.

In the event of dissolution, the residual assets of the organization will be turned over to one (1) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose.

ARTICLE IX

I. The Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors present at a meeting duly noticed to all Members as a meeting at which the proposed changes to the Articles of Incorporation shall be considered. A copy of the proposed changes shall be mailed to all Members at least ten (10) days prior to the meeting date.

II. In the event the Members acquire the right to elect the directors of this Corporation, pursuant to Article VI above, then in that event, the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members at which a quorum shall be present. Notice of the proposed changes shall be mailed to each Member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on the action before the meeting.

The proposed change or amendment to these Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

ARTICLE X

The name and address of the incorporator is:

Name	Address
Susan McCullom	918 SW 4 Street Fort Lauderdale, Florida 33312

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Dated the 13 day of May, 1999.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

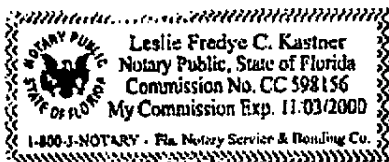
Susan McCullom
 SUSAN McCULLOM, Incorporator

STATE OF FLORIDA)
) ss:
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared SUSAN McCULLOM, who is well known to me and to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same for the purposes stated therein.

WITNESS my hand and official seal in the County and State last aforesaid on this the 13th day of May, 1999.

My commission expires:



Leslie Fredye C. Kastner
 NOTARY PUBLIC, State of Florida
Leslie Fredye C. Kastner
 Print Name

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 TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Susan McCullom
 SUSAN McCULLOM, Registered Agent

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