



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245718 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujate

ORDER DATE : May 19, 1999

ORDER TIME : 1:07 PM

ORDER NO. : 245718-005

CUSTOMER NO: 4303929

100002880591--8

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: DEVEREUX KIDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 MAY 19 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 19 PM 3:49
DIVISION OF CORPORATIONS

5/19/99
Janna

ARTICLES OF INCORPORATION
of
DEVEREUX KIDS, INC.
(A Florida Not-For-Profit Corporation)

FILED
99 MAY 19 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.
NAME

The name of this corporation shall be Devereux Kids, Inc.(hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o The Devereux Foundation, 5850 T.G. Lee Boulevard, Suite 400, Orlando, Florida 32822.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, managing a system of supports and services and administering, integrating and coordinating the delivery of child protection services for victims of child abuse and their families and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Harry J. Friedman.

Article V.
MEMBER

The sole member of the Corporation is The Devereux Foundation, a Pennsylvania not-for-profit corporation.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The Incorporator shall appoint the initial Board of Directors.

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Harry J. Friedman
1221 Brickell Avenue
Miami, Florida 33131

Article VIII.
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article IX.
DISSOLUTION

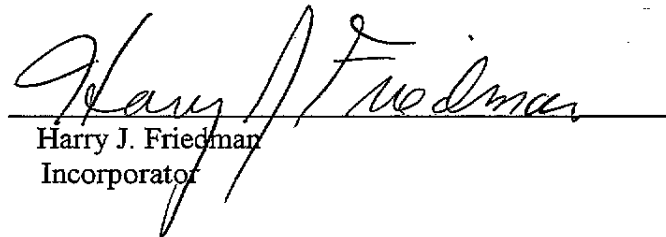
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to The Devereux Foundation, Pennsylvania not-for-profit corporation, provided that The Devereux Foundation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If The Devereux Foundation is not so described, the Board of Directors shall dispose and distribute such assets to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Directors.

Article X.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No

*substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 1986, as amended (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 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 18th day of May, 1999.


Harry J. Friedman
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

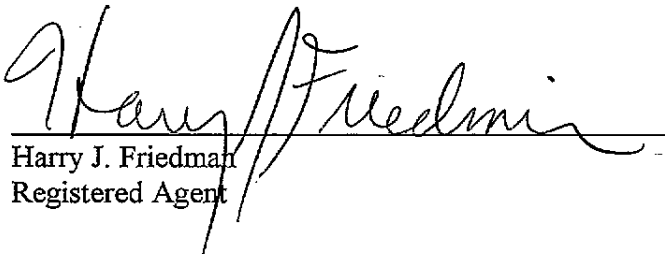
WITNESSETH:

That, Devereux Kids, Inc., desiring to organize under the laws of the State of Florida, has named Harry J. Friedman, located at 1221 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 18th day of May, 1999.



Harry J. Friedman
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA