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May 12, 1999

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*****78.75 *****78.75

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

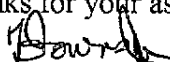
Dear Secretary of State:

The undersigned Incorporator and founding member of the **HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC.**, hereby submit the Articles of Incorporation of said corporation. Included please find a check in the amount of \$78.75 for the registration fees.

My home address is: 2727 NW 17th Terrace, Apt #201, Miami, FL 33125 and I can be reached at (305) 591-8935.

If you have any question please feel free to call at the above mentioned phone.

Thanks for your assistance.


Theogene Downs

FILED
99 JUN -1 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 19, 1999

THEOGENE DOWNS
2727 NW 17TH TERRACE
APT. 201
MIAMI, FL 33125

SUBJECT: HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC.
Ref. Number: W99000011732

We have received your document for HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 899A00027773

May 27, 1999

Florida Department of State
ATTN: Ms. Teresa Brown
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

REF: Letter Number 899A00027773

Dear Ms. Brown:

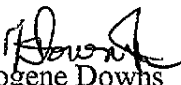
I am hereby submitting the corrected Articles of Incorporation for the HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC. to be filed.

I do apologize for the error of deleting the registered agent name and address statement from Article IV of the previous copies of the Articles of Incorporation. Please **disregard said copies** and return them to my address.

Please accept the attached copies as the corrected Articles of Incorporation and if possible, please maintain the date filed as the original date documents were received in your office.

If you have any questions please feel free to call me at my daytime phone number (305) 591-8935.

Thanks for your assistance.


Theogene Downs
Incorporator

ARTICLES OF INCORPORATION
OF
HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC.

A Non-Profit Corporation

FILED
99 JUN -1 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be *Humanitarian and Environmental Foundation, Inc.*

ARTICLE II

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This corporation is organized pursuant the Florida Non-profit Public Benefit Corporation Law, for charitable, educational, scientific, humanitarian, environmental and other philanthropic purposes. To aid disadvantaged poverty-stricken individuals, families and communities towards a life of self-sufficiency; including for such purposes, the distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III

The duration of this corporation shall be perpetual and no stock shall be issued.

ARTICLE IV

The principal place of business of this corporation is 4813 NW 183rd Street, Miami, Florida 33056. The registered agent at said address is:

Austin Lewin
4813 NW 183rd Avenue
Miami, FL 33056

ARTICLE V

- (a) This corporation is organized and operated exclusively for charitable, educational, scientific, humanitarian, environmental and other philanthropic purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (b) 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

The directors are elected in accordance with the Bylaws of the corporation. The names of the persons appointed to act as the initial directors of this corporation are:

NAME & TITLE

ADDRESS

Theogene Downs
President & CEO

2727 NW 17 Terrace #201
Miami, FL 33125

Marlon Campbell
First Vice-President

3711 NW 24th Avenue #8
Miami, FL 33142

Steadman Bent
Second Vice President

226 Park Avenue
Lake Park, FL 33403

Jennelee Hodgson
Secretary

421 NE 82nd Street #3
Miami, FL 33138

Austin Lewin
Treasurer

395 NW 177th Street
Miami, Florida 33169

ARTICLE VII

The Name and address of the Incorporator of the Articles of Incorporation is:

Theogene Downs
2727 NW 17 Terrace #201
Miami, FL 33125

ARTICLE VIII

The property of this corporation is irrevocably dedicated to charitable, educational, scientific, humanitarian, environmental and other philanthropic purposes and no part of the net income or assets of the organization shall ever inure to the benefit of, or be distributable to any of its directors, officers, or member thereof or the benefit of any 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 Two herein. No substantial part of the activities of this 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX

Upon the dissolution of the corporation, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for the purposes set forth in Article Six herein, and within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.



Signature of Incorporator

5/12/99

Date

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: HUMANITARIAN AND ENVIRONMENTAL FOUNDATION, INC.
- 2.- The name and address of the registered agent and office is:

Austin Lewin
4813 NW 183rd Avenue
Miami, FL 33056

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

5/12/99

DATE

FILED
99 JUN -1 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA