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FLORIDA NON-PROFIT CORPORATION

SOUTH FLORIDA CHAPTER FLORIDA STATE GUARDIANSHIP ASS

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ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA CHAPTER

FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC.

The undersigned, desiring to form a corporation under the Florida Not For Profit Corporation Act, does hereby certify as follows:

FIRST: The name of the Corporation is SOUTH FLORIDA CHAPTER FLORIDA STATE GUARDIANSHIP ASSOCIATION, INC. (the "Corporation") and the principal office address and mailing address of the Corporation is c/o Marwin S. Cassel, P.A., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes and to engage in such other general pursuits described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

For the above purposes the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

THIRD: The manner in which directors are to be elected will be regulated by the bylaws.

FOURTH: The street address of the initial registered office of the Corporation is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

THIS DOCUMENT PREPARED BY:

Marwin S. Cassel, P.A.
Florida Bar Number 0012713
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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FIFTH: The following persons are designated to serve as the initial Board of Directors of the Corporation, to hold office for the term set forth in, and in accordance with the Corporation's Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
Enrique Zamora	1102 Ponce de Leon Boulevard Coral Gables, Florida 33134
Maggie Fernandez-Talcott	11380 Northwest 27 th Avenue Room 3242-20 Miami, Florida 33167
Marwin S. Cassel, Esquire	201 South Biscayne Boulevard Suite 3000 Miami, Florida 33131

SIXTH: The following individuals will be the officers of the corporation:

<u>TITLE</u>	<u>NAME</u>
President:	Barbara Abel-Reiser
Vice-President:	Lori Shuman-Auspitz
Secretary:	Maggie Fernandez-Talcott
Treasurer:	Wendy Turner

SEVENTH: The name and address of the incorporator of the Corporation is: Marwin S. Cassel, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

EIGHTH: No part of the assets of the Corporation are to be distributed to any entity unless the Directors believe those assets will be only used and applied within the United States. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No

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Director or officer, however, shall be entitled to compensation for services rendered.

NINTH: It is intended that this Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of or in opposition to any candidate for public office. It is anticipated that the Corporation shall exist for a term of not less than 50 years.

TENTH: The affirmative vote of two-thirds of the total Directors shall be required to adopt or approve the following actions:

- (i) liquidation or dissolution of the Corporation;
- (ii) merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) repeal, modification, amendment, in whole or in part, or in addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

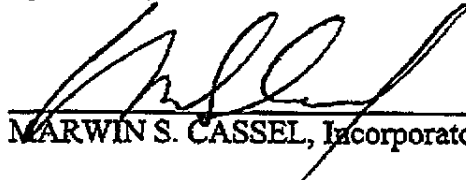
The notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved.

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ELEVENTH: Upon the dissolution of the Corporation, after paying and making provisions for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed in such manner as the Corporation's Directors shall determine, but only to qualified organizations. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1999.


MARWIN S. CASSEL, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

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