

LAW OFFICES OF

RICHARD B. MARX & ASSOCIATES

RICHARD B. MARX *
O. FRANK VALLADARES

OF COUNSEL
BRUCE R. MARX
AXEL HEYDASCH *

* ADMITTED TO PRACTICE IN FLORIDA AND NEW YORK

REPLY TO:
P.O. BOX 330946
COCONUT GROVE, FLORIDA 33233

CONCORD BUILDING, 2ND FLOOR
66 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TELEPHONE (305) 579-9060
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August 30, 1999

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

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-09/01/99-01052-015
*****78.75 *****78.75

**RE: Articles of Incorporation for PROJECT CHILDHELP, INC., a
Florida not for profit corporation.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for PROJECT CHILDHELP, INC., a Florida not for profit corporation, along with a check in the amount of \$78.75 to cover the filing fee (\$70.00) and the fee for a Certificate of Status (\$8.75).

Very truly yours,


O. FRANK VALLADARES

OFV/ptl

cc: Lourdes M. Belette
encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -1 PM 2:34

FILED

FROM SEP 7 1999

ARTICLE OF INCORPORATION OF

PROJECT CHILDHELP, INC.

(a Florida Non-profit corporation)

The undersigned, a person competent to contract, acting as incorporator for a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation not for profit is PROJECT CHILDHELP, INC.

ARTICLE II

(a) This Non-Profit corporation is established for the purpose of aiding children throughout the world with basic necessities such as food and clothing and to function as a clearinghouse to identify children, families and orphanages in need of assistance.

(b) Its objectives are oriented towards meetings the basic survival needs of children in distress throughout the world, while at the same time introducing them to the Gospel of the Lord.

(c) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation contributions to which are deductible under § 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

This corporation shall have a perpetual existence, although it may be dissolved as provided by law.

ARTICLE IV

(a) The general management of the affairs of this corporation shall be under the control, supervision and direction of a board of directors which shall consist of at least three members. The Directors shall be elected annually, and shall serve for the period of one year or until their successors are chosen and qualify.

(b) The names and addresses of the persons who are to constitute the first Board of Directors are:

Lourdes M. Belette	2909 49 th Street, North, St. Petersburg, Florida 33710
O. Frank Valladares	66 West Flagler Street, 2 nd Floor, Miami, Florida 33130
Lorena Lama	3163 SW 12 Street, Miami, Florida 33135

ARTICLE V

The corporation shall have a membership distinct from the Board of Directors. However, a Director has to be a member also. The qualifications for members, the manner of their admission, their rights and privileges, and their liability for dues, shall be set forth in the by-laws of the corporation. The initial three members shall be:

Lourdes M. Belette 2909 49th Street, North, St. Petersburg, Florida 33710
O. Frank Valladares 66 West Flagler Street, 2nd Floor, Miami, Florida 33130
Lorena Lama 3163 SW 12 Street, Miami, Florida 33135

ARTICLE VI

The corporation officers shall be the President, Treasurer, and Secretary and any other officer that the by-laws of this corporation authorize from time to time. The corporate officers shall be elected by the Board of Directors for the term of one year, or until their successors are chosen and qualify.

The names and addresses of the first officers of the corporation shall be as follows:

President: Lourdes M. Belette 2909 49th Street, North, St. Petersburg, FL 33710
Secretary: O. Frank Valladares 66 West Flagler Street, 2nd Floor, Miami, FL 33130
Treasurer: Lourdes M. Belette 2909 49th Street, North, St. Petersburg, FL 33710

ARTICLE VII

(a) The principal office of the corporation shall be located at 66 West Flagler Street, 2nd Floor, Miami, Florida 33130.

(b) The corporation does hereby designate the following address as its registered office: 66 West Flagler Street, 2nd Floor, Miami, Florida 33130; and does hereby designate O. Frank Valladares, Esq., of 66 West Flagler Street, 2nd Floor, Miami, Florida 33130 as its registered agent.

ARTICLE VIII

These articles may be amended by majority vote of the Board of Directors, to the extent not inconsistent with law.

ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in § 501(c)(3) 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 X

The name and address of the incorporator of these Articles of Incorporation is:

Lourdes M. Belette 2909 49th Street, North, St. Petersburg, Florida 33710.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hands and official seal this 30th day of August, 1999.

Lourdes M. Belette
LOURDES M. BELETTE

STATE OF FLORIDA)
)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared:

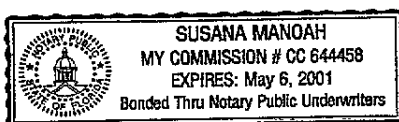
LOURDES M. BELETTE

who after being by me first duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami,
Dade County, Florida, this 20th day of August, 1999.

Monica M. M. M. M. M.
NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to § 48.091, Florida Statute, the following is submitted, in compliance with said act:

First that PROJECT CHILDHELP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named O. Frank Valladares, Esq., located at 66 West Flagler street, 2nd Floor, Miami, Florida 33130 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open office

O. FRANK VALLADARES
(Registered Agent)

STATE OF FLORIDA)
)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared:

O. FRANK VALLADARES

who after being by me first duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 30th day of August, 1999.

NOTARY PUBLIC, State of Florida

