

HERMAN GRUBMAN & MOORE

ATTORNEYS AT LAW

NATIONS BANK TOWER
100 SOUTHEAST SECOND STREET
SUITE 2600
MIAMI, FLORIDA 33131
TELEPHONE (305) 377-2200
FACSIMILE (305) 577-4234

JEFFREY M. HERMAN
JEFFREY S. GRUBMAN
ROLAND H. MOORE
PETER W. FUDALI
LAWRENCE S. GORDON
STUART S. MERMELSTEIN
LAURA M. FEINER

N99000005676

September 9, 1999

Via Federal Express

Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

300002985313--9
-09/13/99-01105-009
*****70.00 *****70.00

Re: **Filing of Articles of Incorporation**
Center For The Protection Of Children, Inc.

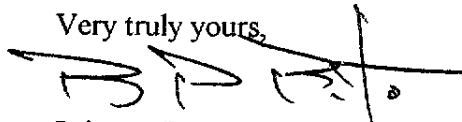
Dear Sir/Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Center For The Protection Of Children, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed to my attention.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-7905. Thank you for your assistance in this matter.

Very truly yours,



Brigitte Breto, CLA
Certified Legal Assistant

BB/bb
Enclosure

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99 SEP 13 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
9/23/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 17, 1999

HERMAN GRUBMAN & MOORE
NATIONSBANK TOWER
100 S.E. 2ND ST., STE. 2600
MIAMI, FL 33131

SUBJECT: CENTER FOR THE PROTECTION OF CHILDREN, INC.
Ref. Number: W99000021432

We have received your document for CENTER FOR THE PROTECTION OF CHILDREN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00045791

HERMAN GRUBMAN & MOORE

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LAURA M. FEINER

September 22, 1999

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Tracy Smith

Re: **Filing of Articles of Incorporation For
Center For The Protection Of Children, Inc.
Your Reference No. W99000021432
Our File No. 1539.001**

Dear Tracy:

As follow-up to our telephone conversation of September 22, enclosed herewith for filing please find the revised Articles of Incorporation and Acceptance of Registered Agent for **Center For The Protection Of Children, Inc.** These Articles include the change you requested in your letter to the Sixth Article with respect to appointment and election of directors. This will also confirm that you and your supervisor determined that the purpose as stated is satisfactory. Therefore, no changes were made to that Article.

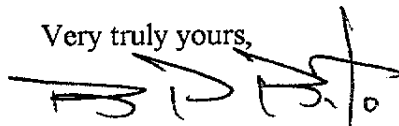
Our check payable to the Secretary of State in the amount of \$70.00 for the filing fee was previously mailed and held by your office.

Please back date these Articles to reflect the filing date of the original mailing which was received by your office on September 13, 1999.

Please return our copy of the Articles of Incorporation as filed to my attention.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-7905. Again, thank you for your assistance in this matter.

Very truly yours,



Brigette Breto, CLA
Certified Legal Assistant

Enclosure

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ARTICLES OF INCORPORATION
OF
CENTER FOR THE PROTECTION OF CHILDREN, INC.

The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Not For Profit Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is
CENTER FOR THE PROTECTION OF CHILDREN, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Not For Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, and which shall include the powers granted pursuant to Florida Statute 617.0302, is to advocate for legislature to pass laws to protect childrens' rights and interests, and for charitable and civic purposes. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the charitable and civic purposes for which the corporation is organized.

The corporation shall enjoy all the rights conferred to not for profit corporations under the Florida Not For Profit Corporation Act, including tax exemptions permitted under the Internal Revenue Code, and making distributions upon partial liquidation to its members, pursuant to Florida Statute 617.0505.

The corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act as now enacted or hereafter amended. Such acts and activities shall be for the general purpose of benefitting and carrying out the charitable and civic activities of the corporation.

The corporation shall have and exercise all powers necessary to or incident to carrying out its corporate powers and to exercise all other rights, powers, and privileges permitted by law.

The corporation shall have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The principal business address of the Corporation is as follows:
100 Southeast Second Street
Suite 2600
Miami, Florida 33131

FIFTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey M. Herman, Registered Agent	100 Southeast Second Street Suite 2600 Miami, Florida 33131

SIXTH: The manner in which the directors are elected and appointed shall be stated in the bylaws.

The name and address of the incorporator and officer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey M. Herman, Incorporator and President	100 Southeast Second Street Suite 2600 Miami, Florida 33131

SEVENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Not For Profit Corporation Act.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: 9/22/99


Jeffrey M. Herman, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation, **Center For The Protection Of Children, Inc.** named in the foregoing Articles of Incorporation.

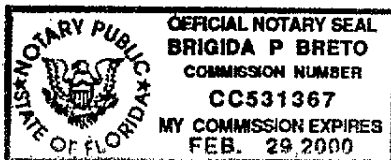

Jeffrey M. Herman

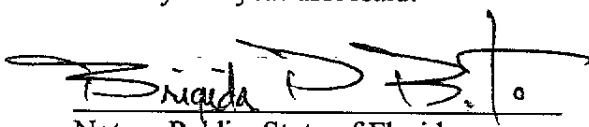
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

On this 22 day of September, 1998^{98PB}, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey M. Herman** who is personally known to me to be the person named as incorporator and registered agent in the foregoing Articles of Incorporation of **Center For The Protection Of Children, Inc.** and who duly acknowledged to me that he signed said **ARTICLES OF INCORPORATION** as an incorporator of said corporation and that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.

Commission Expires:




Notary Public, State of Florida

Brigida P. Breto
(Print Name of Notary Public)

FILED
99 SEP 13 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA