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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

HELP CONTRIBUTE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2001

EMPIRE

SUBJECT: HELP CONTRIBUTE, INC.
REF: W01000004454

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

HELP CONTRIBUTE, INC.

ARTICLE I - NAME

The name of this Corporation is **HELP CONTRIBUTE, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

**INSTRUMENT PREPARED BY
AND RETURN TO:**

BARRY A. EISENSON, ESQ.

FBN# 233651

**4953 Coconut Creek Parkway
Coconut Creek, Florida 33063
(954) 971-7610**

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ARTICLE IV - POWERS

This Corporation shall have all the powers set forth in the Florida General Corporation Law, as in effect from time to time. In general, to do any act to the same extent persons could do and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having the par value of One Dollar (\$1.00).

ARTICLE VI - ADDRESS

The initial principal office of this Corporation is 1950 Discovery Circle, Deerfield Beach, FL 33442. The name of the initial registered agent is BARRY A. EISENSEN, whose address is 4953 Coconut Creek Parkway, Coconut Creek, Florida 33063.

ARTICLE VII - DIRECTORS

This Corporation shall have one director initially, whose name is MICHAEL MAFFUCCI.

The number of directors may be increased from time to time by action in accordance with the provisions of the By-Laws.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of this Corporation is BARRY A. EISENSEN, ESQ..

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

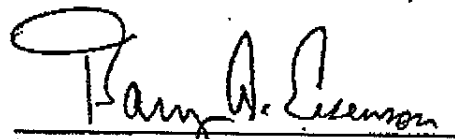
ARTICLE X - AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - OFFICERS

This Corporation shall have a President, Vice-President, Secretary and Treasurer, and such other and/or additional officers as may be created from time to time by, and authorized by, its By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 23 day of February, 2001.


BARRY A. EISENSEN

ACKNOWLEDGMENT

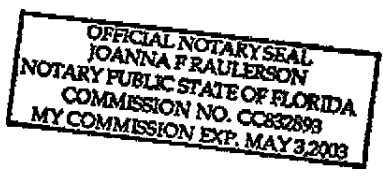
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared BARRY A. EISENSEN, who is personally known to me, or has identified himself with picture identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above on this 23 day of February, 2001.

Joanna F Raulerson
Notary Public

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That HELP CONTRIBUTE, INC., under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Deerfield Beach, County of Broward, State of Florida, has named BARRY A. EISENSON, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

Dated this 23 day of February, 2001.


BARRY A. EISENSON

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