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November 13, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

FILED STATE
DIVISION OF CORPORATIONS
NOV 15 PM 9:32

RE: Filing Articles of Incorporation
~~XXXXXXXXXXXXXXXXXXXX~~
Catholic Charities Flowers, Inc.,

600002006516--9
-11/15/96--01107--013
****245.00 ****122.50

Gentlemen:

Please find enclosed the original and (1) one copy of the Articles of Incorporation for each of the above referenced corporations, together with our check in the amount of \$245.00, which represents \$140.00 filing fee, \$105.00 for two certified copies.

After the Articles of Incorporation have been filed, please return the Certified copies to my attention at the address on the letterhead.

Sincerely,

Mrs. Linda A. Newsom
Paralegal

/lan
Enc.

D. BROWN NOV 20 1996

**ARTICLES OF INCORPORATION
OF
CATHOLIC CHARITIES, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator under the Florida Not for Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is CATHOLIC CHARITIES, INC.
The principal office address is 315 Northeast 3 Avenue, Suite 200, Ft. Lauderdale, FL 33301.

ARTICLE II

EFFECTIVE DATE

This Corporation is organized effective as of the date of filing with the Department of State.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV

POWERS

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 Limitations. The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or inure to the benefit of any member of the Board of Trustees, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on

(i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation under the laws of the state of Florida as they now exist or as they may be hereafter amended.

ARTICLE V

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until their successors shall have been duly elected and qualified as provided by the Bylaws of the Corporation. The following persons shall constitute the initial Board of Directors of the Corporation:

William Spellman
5600 Poinsettia Blvd.
Suite 1208
West Palm Beach, FL 33407

Patrick J. Gallagher
315 Northeast 3 Avenue
Suite 200
Ft. Lauderdale, FL 33301

Walter L. Morgan, Trustee
315 Northeast 3 Avenue
Suite 200
Ft. Lauderdale, FL 33301

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Walter L. Morgan, Esq.
315 Northeast 3 Avenue, Suite 200
Ft. Lauderdale, FL 33301

ARTICLE X

INCORPORATOR

The name and address of the undersigned Incorporator is:

William Spellman
5600 Poinsettia Blvd.
Suite 1208
West Palm Beach, FL 33407

ARTICLE XI

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law. Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

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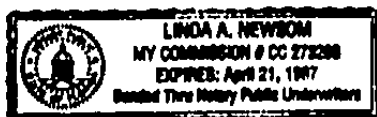
organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of November, 1996.

William Spellman
WILLIAM SPELLMAN, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13th day of November, 1996, by William Spellman, Incorporator, who is personally known to me or who has produced _____ as identification and who did take an oath.



Linda A. Newsom
Notary Public, State of Florida
Linda A. Newsom
Printed Name of Notary

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of CATHOLIC CHARITIES, INC., as made in the foregoing Articles of Incorporation.

Dated: Nov. 13, 1996

BY: Walter L. Morgan
WALTER L. MORGAN, ESQ.