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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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NAME: HELPING HANDS WORLD TRADE & YOUTH CENTER DEV

AUDIT NUMBER.....H97000002028

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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*[Handwritten signature]*  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**February 5, 1997**

**ACE**

**SUBJECT: HELPING HANDS WORLD TRADE & YOUTH CENTER DEVELOPERS, INC.**  
**REF: W97000002951**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6933.

**Dana Calloway**  
**Document Specialist**

**FAX Aud. #: H97000002028**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97-02028

ARTICLES OF INCORPORATION  
OF

HELPING HANDS WORLD TRADE &amp; YOUTH CENTER, DEVELOPERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

## ARTICLE I.

## NAME.

The name of this corporation is

HELPING HANDS WORLD TRADE & YOUTH CENTER DEVELOPERS, INC.

The principal place of business of this corporation shall be  
1090 N.E. 79th Street, #105, Miami, Florida 33138.

## ARTICLE II.

## NATURE OF BUSINESS.

The Corporation may engage in any activity or business permitted under the laws of United States and of the State of Florida.

## ARTICLE III.

## CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100)--shares of common stock having a One Dollar (\$1.00) par value.

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

H97-02028  
Prepared by:  
ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33136  
305-358-2571

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## ARTICLE IV.

## TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence as of the date of filing of these Articles with the Secretary of State.

## ARTICLE V.

INITIAL REGISTERED OFFICE  
AND AGENT.

The Street Address of the Initial Registered office of this corporation is 1090 N.E. 79th Street #105, Miami, Florida 33138 and the name of the Initial Registered Agent of this corporation at that address is RICHARD F. CASON.

## ARTICLE VI.

## INITIAL BOARD OF DIRECTORS.

This corporation shall have (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

RICHARD F. CASON  
1090 N.E. 79TH ST. #105  
MIAMI, FLORIDA 33138

MICHAEL E. SPICER  
951 BOULEVARD S.E.  
ATLANTA, GEORGIA 30312

JOEL G. GALPERN  
1035 N.E. 125TH ST. #320  
NORTH MIAMI, FL 33161

## ARTICLE VII.

## INCORPORATOR.

The name and address of the person signing these articles is:

RICHARD F. CASON  
1090 N.E. 79TH STREET, #105  
MIAMI, FLORIDA 33138

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## ARTICLE VIII.

## BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLES IX.

## AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

  
RICHARD F. CASON

H97-02028

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**HELPING HANDS WORLD TRADE & YOUTH CENTER DEVELOPERS, INC.**

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

First-That **HELPING HANDS WORLD TRADE & YOUTH CENTER  
DEVELOPERS,**  
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, Florida and has  
named

**RICHARD F. CASON**

located at

**1090 N.E. 79th STREET, #105, MIAMI, FL 33138**

(Street address and number of building,  
Post Office Box address not acceptable)

City of Miami, County of Dade and State of Florida its agent to  
accept service of process within this state.

**ACKNOWLEDGMENT:** (Must be signed by designated agent)

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

By:  .....

(Registered Agent)  
**RICHARD F. CASON**

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