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McVEIGH & MATLACK, P.A.

12595 N.E. 7TH AVENUE
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August 7, 1997
JAMES J. McVEIGH
LINDA M. MATLACK

P.O. BOX 4123
PANAMA CITY, FL 32401
904-913-8119

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

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****122.50 ****122.50

Re: LUBIN'S FOUNDATION, CORP.

Dear Sir/Madame:


Enclosed please find the following relative to the above corporation:

1. Original and copy of Articles of Incorporation.
2. Check in the sum of \$122.50 to cover charter tax, filing fee, resident agent fee and certified copy of the Articles of Incorporation.

Please return a certified copy to this office.

Thank you for your cooperation herein.

Very truly yours,


Linda M. Matlack

LMM/la

ENCLOSURES: (1)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 AUG 11 PM 12:14

D. BROWN AUG 12 1997

**ARTICLES OF INCORPORATION
OF
LUBIN'S FOUNDATION, CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 12:14

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

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of the corporation is **Lubin's Foundation, Corp.** The principal address of this corporation is 7816 NE 2nd Avenue, Miami, Florida 33138. The mailing address is the same.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as a social, domestic, educational & religious training center and community service center.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12595 NE 7th AVENUE, NORTH MIAMI, FLORIDA 33161 and the name of the initial registered agent of this corporation at that address is REV. JACQUES MOMPREMIER.

ARTICLE VII INITIAL BOARD OF DIRECTIORS

This corporation shall have (5) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHEL LUBIN, PRESIDENT/FOUNDER	7825 NE 2ND AVENUE MIAMI, FL 33138
REV. JACQUES MOMPREMIER, VICE PRESIDENT	12595 NE 7TH AVENUE NORTH MIAMI, FL 33161
ESTHER ST. PREUX, TREASURER	2631 NE 211TH TERRACE N MIAMI BEACH, FL 33180
MARIE CLAIRE CELESTIN, SECRETARY	12125 NW 17TH AVENUE MIAMI, FL 33167
JACQUELINE JACQUES LOUIS MEMBER	12210 NORTH MIAMI CT MIAMI, FL 33167

ARTICLE IX INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Rev. Jacques Mompremier, 12595 NE 7th Avenue, N Miami Florida, 33161.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI AMENDMENT

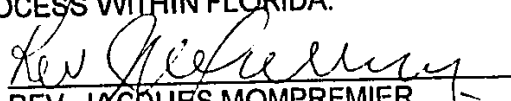
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

FIRST THAT LUBIN'S FOUNDATION, CORP.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7816 NE 2ND AVENUE, CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED REV. JACQUES MOMPRIER, LOCATED AT 12595 NE 7TH AVENUE, CITY OF NORTH MIAMI, STATE OF FLORIDA, 33161 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


REV. JACQUES MOMPRIER

Title: Incorporator, Vice President, Resident Agent

108-07-97
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES TO THE PROPER PERFORMANCE OF MY DUTIES.

Rev. Jacques Mompremier
REV. JACQUES MOMPREMIER

08-07-97
Date

FILED STATE
SECRETARY OF CORPORATIONS
AUG 11 PH 12:14

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of August, 1997.

Rev. Jacques Mompremier
REV. JACQUES MOMPREMIER

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared REV. JACQUES MOMPREMIER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of August, 1997

Linda Mc Veigh Matlack
Notary Public, State of Florida At Large

My Commission Expires:

