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CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: PARTNERS FOR CHANGE, INC.
AUDIT NUMBER.....H97000017802
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
PARTNERS FOR CHANGE, INC.**

The undersigned, LINDA M. KAPLAN, Esq. acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I.

NAME:

The name of this Corporation shall be:

PARTNERS FOR CHANGE, INC.

II.

BUSINESS:

The general nature of the business and business to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is

Prepared by:
LINDA M. KAPLAN, ESQ. - FLA. BAR # 223565,
8300 S. Dadeland Blvd., # 408
Miami, FL 33156 -
TEL (305) 670-7665 -- FAX (305) 670-7668

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expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III.

SHARES:

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, at \$ 1.00 per value per share.

IV.

EXISTENCE:

The corporation shall have perpetual existence.

V.

PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is : 9300 South Dadeland Blvd., Suite 408, Miami, Florida 33156.

The initial registered agent for the Corporation is Linda M. Kaplan, 9300 S.

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Dadeland Blvd., Suite 408, Miami, FL 33158.

VI.

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

(Name)	(Address)
Mark Smith	44 Nightingale Road, Hampton Middlesex, TW12 3HZ
Tim Connolly	The Ridge House, The Ridge, Woldingham, Surrey CR3 7AX

VII.

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows:

(Name)	(Address)
Linda M. Kaplan	8300 S. Dadeland Blvd., Suite 408 Miami, FL 33158

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VIII.

GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

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SUBSCRIBED at Miami, Florida, this 24th day of October, 1997.


Linda M. Kaplan

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STATE OF FLORIDA)

COUNTY OF DADE)

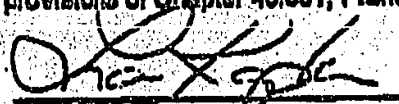
The foregoing Articles of Incorporation were acknowledged before me this 24th day of October 1997, by Linda M. Kaplan.

My Commission Expires
OFFICIAL NOTARY PUBLIC
ELLEN REYNOLDS MORALES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0047819
MY COMMISSION EXP. FEB. 6, 1999


Notary Public State of Florida at Large

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 46.091, Florida Statutes.


Linda M. Kaplan
Registered Agent

Miami, Florida, October 24, 1997.

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