

P98000045671

SECRETARY OF STATE
DIVISION OF INCORPORATION
P.O. BOX 6327
TALAHASSEE, FL. 32314

400002517444--8
-05/08/98--01089--008
****122.50 ****122.50

FREEDOM CENTER, INC.
518 S.W. 88TH PLACE EAST
MIAMI FLORIDA
33174

GENTLEMEN;

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

VERY TRULY YOURS,

[Signature]

FILED
98 MAY 20 AM 7:46
SECRETARY OF STATE
TALAHASSEE, FLORIDA

FREEDOM CENTER, INC.
518 S.W. 88TH PLACE W.
MIAMI, FLORIDA 33174

305-221-4049

TA-5/21/98 W98-10768



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1998

RAQUEL MARRERO
FREEDOM CENTER
518 SW 88TH PLACE E.
MIAMI, FL 33174

SUBJECT: FREEDOM CENTER, INC.
Ref. Number: W98000010768

We have received your document for FREEDOM CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

✓ Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

✓ YOU MUST LIST THE REGISTERED AGENT'S NAME IN ARTICLE 6.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 698A00026254



FREEDOMCENTER

May 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: FREEDOM CENTER INC.
Ref. Number W98000010768

Att: Beth Regester

This is to inform you that Freedom Center Corporation, of which I was an officer, will not be reinstated.

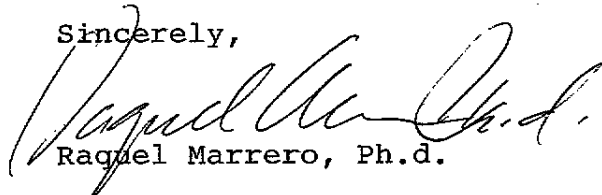
I would like to open a completely different corporation under the same name and with myself as the sole officer and registered agent.

The new corporation would be:

Freedom Center, Inc.
518 S. W. 88th Pl. East
Miami, Florida 33174

Thank you for your prompt attention to this matter.

Sincerely,



Raquel Marrero, Ph.d.

ARTICLE OF INCORPORATION

OF

FREEDOM CENTER, INC.
518 S.W. 88TH PLACE EAST
MIAMI, FLORIDA 33174

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 20 AM 7:46

FILED

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPLE OFFICE AND MAILING ADDRESS IS; 518 S.W. 88TH PL. E., MIAMI, FLORIDA 33174

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARES (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 518 S.W. 88TH PL., E., MIAMI, FL. AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS; 518 S.W. 88TH PLACE EAST, MIAMI, FLORIDA 33174, DR. RAQUEL MARRERO

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASE OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS; 518 S.W. 88TH PLACE EAST, MIAMI, FLORIDA 33174

DR. RAQUEL MARRERO

PRESIDENT

DR. RAQUEL MARRERO

VICE-PRESIDENT

DR. RAQUEL MARRERO

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS; DR. RAQUEL MARRERO, 518 S.W. 88TH PL.E. MIAMI FLORIDA, 33174

ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY-LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW. BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLES XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 18 DAY OF MARCH, 1998
AT MAIMI, COUNTY OF DADE, STATE OF FLORIDA.

[Signature]
[Signature]
[Signature]

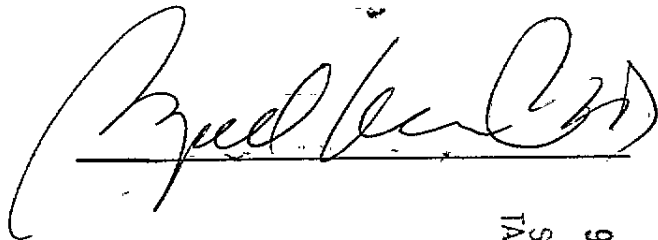
[Signature]
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC421748
Expires Nov. 20, 1998
Bonded by NFNU
808-224-6368

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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98 MAY 20 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA