

SHAPO, FREEDMAN & BLOOM, P.A.

FIRST UNION FINANCIAL CENTER

SUITE 4750

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MIAMI, FLORIDA 33131

LEONARD H. BLOOM

(305) 358-4440

FACSIMILE NO.
(305) 358-0521

P98000082281

September 17, 1998

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
09-18-98

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-09/21/98-01144-007
*****70.00 *****70.00

Re: Fosterkidz.Com, Inc.

Dear Sir/Madam:

Enclosed are articles of incorporation for the above referenced non-profit corporation. Also enclosed is our check in the amount of \$70 representing the cost of filing and a certified copy of the Articles.

Please return a certified copy of the Articles as soon as possible. Thank you.

Very truly yours,



SONIA S. COHEN
Legal Assistant

/ssc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 8:47

SEP 23 1998

ARTICLES OF INCORPORATION
OF
FOSTERKIDZ.COM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 8:47

EFFECTIVE DATE
09-18-98

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **FOSTERKIDZ.COM, INC.**

SECOND: The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

THIRD: The purpose or purposes for which the corporation is organized are exclusively for charitable and educational purposes, including, for such purposes, the donation of money, equipment, software and connectivity to appropriate governmental agencies and/or foster parents for the benefit of foster children.

FOURTH: The manner in which the directors of the Corporation are elected shall be set forth in the by-laws of the corporation.

FIFTH: The address of the initial registered office of the corporation is 629 Sea Pine Way, Suite B2, West, Palm Beach, Florida 33415, and the name of its initial registered agent at such address is **JAMES DOUGHERTY**. The corporation's mailing address and principal office is 629 Sea Pine Way, Suite B2, West Palm Beach, Florida 33415.

SIXTH: The number of directors constituting the initial board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
JAMES DOUGHERTY	629 Sea Pine Way, Suite B2 West Palm Beach, FL 33415
JACK KAPLAN	2 Cypress Cove Palm Beach Gardens, FL 33418
LEONARD H. BLOOM	200 South Biscayne Boulevard Miami, Florida 33131

SEVENTH: The initial members of the corporation are James Dougherty and Julie Dougherty.

EIGHTH: The name and address of the incorporator is:

LEONARD H. BLOOM
200 South Biscayne Boulevard
Suite 4750
Miami, Florida 33131

NINTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf

of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

TENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Circuit Court shall determine, which are organized and operated exclusively for such purposes.

DATED: September 18, 1998.

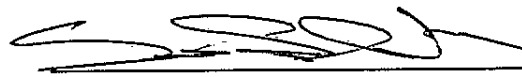

LEONARD H. BLOOM, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

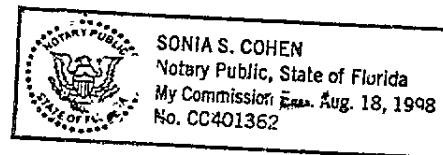
BEFORE ME, the undersigned authority, personally appeared **LEONARD H. BLOOM**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of **FOSTERKIDZ.COM** and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 18th day of September, 1998.



Notary Public, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 617.0501, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.


DESIGNATION

FOSTERKIDZ.COM

desiring to organize under the laws of the State of Florida, hereby designates JAMES DOUGHERTY its registered agent and 629 Sea Pine Way, Suite B2, West Palm Beach, Florida 33415 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation and being familiar with the obligations thereof, I hereby agree to act in such capacity for such corporation and as its registered office.



JAMES DOUGHERTY

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SECRETARY OF STATE
DIVISION OF CORPORATION
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