

The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

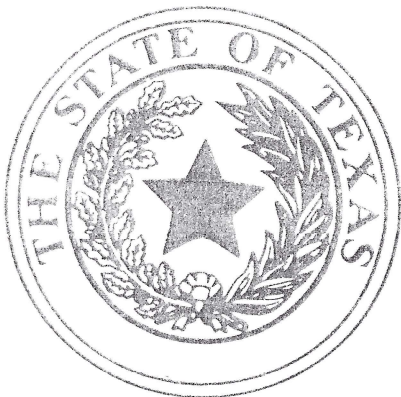
JUSTICE FOR CHILDREN
CHARTER NUMBER 01099957

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED DEC. 30, 1988




Secretary of State

FILED
In the Office of the
Secretary of State of Texas

DEC 30 1988

Clerk I-B
Corporations Section

ARTICLES OF INCORPORATION
OF
JUSTICE FOR CHILDREN

We, the undersigned natural persons of the age of eighteen (18) years or more, all of whom are citizens of the State of Texas, as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the Corporation is Justice for Children

ARTICLE II.

The Corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The Corporation is organized and shall be operated exclusively for religious, scientific, literary or educational purposes. The Corporation is to have and exercise all rights and powers conferred on non-profit Corporations under the laws of the State of Texas or which may hereinafter be conferred, provided that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of

the primary purpose of this Corporation as set forth below. The primary purpose of the Corporation shall be to effect positive change regarding issues of child abuse and child protection by creating an open forum for discussion and communication among individuals, groups, and agencies, interested in and/or affected by child abuse issues, and promoting public awareness and education regarding child protection, child abuse dynamics, child prevention, laws, remedies, and other issues; provided, however, that it shall not conduct or carry on any activities that are not described in Section 170(c)(2)(B) of the Internal Revenue Code of 1954, as amended, or any corresponding statutes hereafter in effect (the "Code"). Furthermore, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on either by any organization described in Section 501(c)(3) of the Code or by any organization to which contributions are deductible under Section 170(a) of the Code.

ARTICLE V.

The name and address of the initial registered agent of the Corporation is:

Randy Burton
18418 Snowwood
Spring, Texas 77388

ARTICLE VI.

Upon dissolution of the Corporation its assets are to be distributed to other organizations which are recognized to be exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE VII.

No part of the net earnings of the Corporation shall inure to the benefit of any Director (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation shall be entitled to a share in the distribution of any of the Corporation assets on dissolution of the Corporation.

ARTICLE VIII.

The Corporation shall indemnify every Director or Officer, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of his or her being or having been a Director or officer of the Corporation or, at the request of the Corporation, having been a director or officer of any other corporation of which the Corporation was at such time a shareholder or creditor and from which other corporation he or she is not entitled to be indemnified, except in relation to matter as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the Corporation. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its Counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of

indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE IX.

The initial Boards of Directors shall consist of five (5) members. The name and addresses of the persons who are to serve as Directors until their successor shall have been elected and qualified are as follows:


BOARD OF DIRECTORS: JUSTICE FOR CHILDREN


Randy Burton Chairman	18418 Snowwood Spring, Texas 77388
Milton West	7523 Inwood Houston, Texas 77063
Phil Adams	Post Office Box 6828 Houston, Texas 77264
Tom Rommel	3730 Kirby Drive, Suite 930 Houston, Texas 77098
Obie O'Brien	310 Woerner #2003 Houston, Texas 77090

ATTACHMENT I
ARTICLES OF INCORPORATION
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IN WITNESS WHEREOF, the undersigned, being all of the incorporators
- designated in Article IX, executed these Articles of Incorporation and certify
to the truth of the facts stated therein this 27th day of December,
1988.


Randy Burton


Milton West


Phil Adams


Tony Rommel


Obie O'Brien

ATTACHMENT I
ARTICLES OF INCORPORATION
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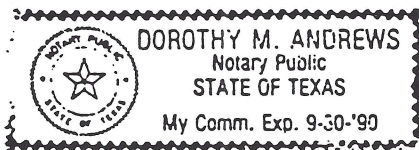
STATE OF TEXAS §

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COUNTY OF HARRIS §

Before me, a notary public, on this day personally appeared Randy Burton, Milton West, Phil Adams, Tom Rommel and Obie O'Brien known to me to be the person whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 27th day of December, A.D., 19 88.



Dorothy M. Andrews
Notary Public, State of Texas
My commission expires:
September 30, 19 90