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BEVERLY WILLIAMS TAX AND BOOKKEEPING SERVICE
2419 Northwest 81 Terrace
Miami, Florida 33147

Phone: 305-696-5161

Fax: 305-696-5198

E-Mail: TAXNALL@aol.com

Enrolled Agent

May 24, 2010

Div. of Corporations
P O Box 6327
Tallahassee, FL 32314

Gentlemen:

Re: Miami Love Project -Giving Back, Inc

Enclosed are original and copy of Articles of Incorporation and Designation of Resident Agent.

I have also enclosed a check for \$78.75 for the filing fee.

Please forward a certified copy of the Articles to the undersigned.

Very truly yours,


BEVERLY WILLIAMS

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ARTICLES OF INCORPORATION
OF
MIAMI LOVE PROJECT - GIVING BACK, INC.

(A Corporation Not for Profit)

ARTICLE I

The name of the corporation shall be: MIAMI LOVE PROJECT - GIVING
BACK, INC., a Florida corporation not for profit. Its address is 11125 SW 156 TER.,
MIAMI, FL 33157.

ARTICLE II

The specific and primary purposes for which this corporation is formed are:

- A. To provide support and services to pre-teen and teenagers living in Miami,
Florida in economically depressed areas.
- B. To operate exclusively in any other manner for such charitable and educational
purposes as will qualify it as an exempt organization under Section 501(c)(3) of the
Internal Revenue Code of 1954, as amended, or under any corresponding provisions of
any subsequent federal tax laws, covering the distribution to organizations qualified as
tax exempt organizations under the Internal Revenue Code, as amended, including private
foundations and private operating foundations.

ARTICLE III

The qualifications for members and the manner of their admission are to be
provided for in the bylaws of the corporation.

The manner in which Directors and Trustees are elected shall be provided in the
bylaws.

ARTICLE IV

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The affairs of this corporation shall be conducted and managed and its properties controlled by a Board of Trustees. The number of Trustees of the corporation shall be not less than three and no more than as prescribed by the bylaws duly adopted by the members. The Trustees are:

BARBARA ROGERS-WADE
11125 SW 156 TER
MIAMI, FL 33136

LEONARD TURKEL
2871 OAK AVE.
COCONUT GROVE, FL 33133

ED HARRIS
11131 SW 1 STREEET
MIAMI, FL33130

JOHN ROSSETTI
13321 NE 17 AVE.
MIAMI, FL 33181

This organization is organized under a nonstock basis.

ARTICLE V

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees 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 II hereof.

B. 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.

C. 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 1954 (or the corresponding provision of any future United States Internal Revenue Code law; or (b) b a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever

ARTICLE VIII

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence of this corporation shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX

The name and address of the incorporator is

BARBARA ROGERS-WADE
11125 SW 156 TER.
MIAMI, FL 33157

ARTICLE X

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

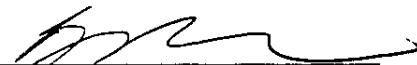
BARBARA ROGERS-WADE
11125 SW 156 TER.
MIAMI, FL 33157


The undersigned incorporator for the purpose of forming a corporation pursuant to Florida Statutes Chapter 617 do make and file these Articles of Incorporation hereby declaring and acknowledging that the facts herein stated are true.


BARBARA ROGERS-WADE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged and sworn to before me this ^{23rd} day of May 2010 by BARBARA ROGERS-WADE, who produced Florida Driver's License as identification..


Notary Public

NOTARY PUBLIC STATE OF FLORIDA
 Beverly Ann Williams
Commission # DD803277
Expires: AUG. 23, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First--That MIAMI LOVE PROJECT - GIVING BACK, INC. desiring to
organize under the laws of the State of Florida with its principal office, as indicated in the
articles of incorporation at City of Miami, County of Dade, State of Florida has named
BARBARA WADE-ROGERS located at 11125 SW 156 TER., MIAMI, FL 33157
County of Miami-Dade, State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By *Barbara Lodge-White*
Resident Agent

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TALLAHASSEE, FLORIDA

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