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 DIVISION OF CORPORATIONS
 102 W. FLAGLER ST.
 MIAMI FL 33136-
 CONTACT: RAY STORMONT
 PHONE: (305) 541-3894
 FAX: (305) 541-3770

H96000007226

(((H96000007226))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: YOUTH CHALLENGE OF MIAMI, INC.
 FAX AUDIT NUMBER: H96000007226 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 05/22/1996 TIME REQUESTED: 11:40:10
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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 TALLAHASSEE, FLORIDA

[Handwritten signature]
 5/22

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 96 MAY 22 PM 2:41
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PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC.
8001 N.W. 7 ST # 8
MIAMI, FL 33126
TEL: (305) 263-1547

ARTICLE OF INCORPORATION OF
YOUTH CHALLENGE OF MIAMI, INC.

ARTICLE I NAME

The name of this corporation is YOUTH CHALLENGE OF MIAMI, INC.

ARTICLE II LOCATION

The Street, Address, City, County and State in which the principal office of the corporation are to be located are 950 S . Miami Ave, Miami, FL 33130
The Board of Directors may from to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE III PURPOSE

This purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be:
~~Prevent adults, youth and children who are addicted to drugs and to integrate them back into society.~~

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3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind or activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (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, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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11. 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have two (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Francisco De Assis Oliveira President-Treasurer	950 S. Miami Ave Miami, FL 33130
Francisco Daniel Da Silva Vice-President	950 S. Miami Ave Miami, FL 33130
Clovis Bispo Dos Santos Secretary	950 S. Miami Ave Miami, FL 33130

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ARTICLE V AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VI

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice said meeting in writing.

ARTICLE VII

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By- Laws.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

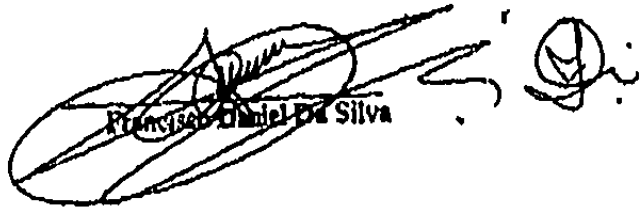
The Street address of the initial registered office of this corporation is 950 S. Miami Ave Miami, FL 33130 and the name of the initial registered agent of this corporation at that address is Francisco De Assis Oliveira.


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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Corporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 15 day of May, 1996.


Francisco De Assis Oliveira


Francisco Daniel Da Silva


Clovis bispo Dos Santos

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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:

1. **YOUTH CHALLENGE OF MIAMI, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Corporation at the Miami, State of Florida, has named Francisco De Assis Oliveira, located at 950 S. Miami Ave, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

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Francisco De Assis Oliveira

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: YOUTH CHALLENGE OF MIAMI, INC.
AUDIT NUMBER.....H96000014052
DOC TYPE.....BASIC AMENDMENT
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TALLAHASSEE, FLORIDA

96 OCT -9 AM 10:52

EMPIRE CORPORATE KIT



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 7, 1996

YOUTH CHALLENGE OF MIAMI, INC.
950 S. MIAMI AVE.
MIAMI, FL 33130

SUBJECT: YOUTH CHALLENGE OF MIAMI, INC.
REF: N96000002740

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

Please return 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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

FAX Aud. #: H96000014052
Letter Number: 096A00045693

October 7, 1996

YOUTH CHALLENGE OF MIAMI, INC.
950 S. MIAMI AVE.
MIAMI, FL 33130

SUBJECT: YOUTH CHALLENGE OF MIAMI, INC.
REF: N96000002740

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If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

FAX Aud. #: H96000014052
Letter Number: 096A00045693

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

YOUTH CHALLENGE OF MIAMI, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation,

FIRST: Amendment adopted: Exchange Article IV

SECOND: The date of adoption of the amendments was: October 09, 1996

THIRD: Adoption of Amendment
(x) The amendment was/were adopted by the members and the number of votes cast for the amendment was sufficient for approval.
() There are no members or members entitled to vote on the amendment.
The amendment was/were adopted by the board of directors.

FOURTH: Board of Directors
Article IV Board of Directors this corporation shall have three (3)

Directors.	
NAME	ADDRESS
Francisco De Assis Oliveira President, Treasurer	950 S. Miami Ave Miami, FL 33130
Hercules Ricardo Pimenta Vice-President, Secretary	950 S. Miami Ave Miami, FL 33130
Clovis Bispo Dos Santos Secretary	950 S. Miami Ave Miami, FL 33130

E & V Great Professional
8001 NW 7 St. #8
Miami, FL 33126
(305) 262-1547
Ernesto Huertas

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TOTAL P.04

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Signed this 09 day of October , 1996.

YOUTH CHALLENGE OF MIAMI, INC.

Signature


Francisco De Assis Oliveira
President

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