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Requestor's Name

INTER-CITY UPBEAT, INC.
528 CHESTNUT WEST PALM BEACH
WEST PALM BEACH, FL 33407

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 97 NOV 21 AM 10:13
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials *See* 12/1

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTER-CITY UPBEAT, INC.

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

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE II AMENDED
ARTICLE III AMENDED
ARTICLE VI SECTION 2 AMENDED
ARTICLE VI SECTION 4 AMENDED
ARTICLE V AMENDED
ARTICLE VI SECTION 7 AMENDED
ARTICLE VI SECTION 8 AMENDED
ARTICLE 10 AMENDED

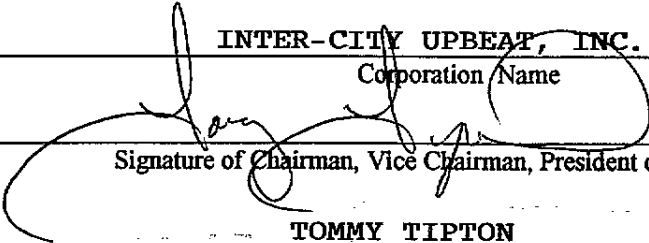
SECOND: The date of adoption of the amendment(s) was: NOVEMBER 19, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) 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(s) was(were) adopted by the board of directors.

INTER-CITY UPBEAT, INC.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

TOMMY TIPTON

Typed or printed name

PRESIDENT
Title

11/19/97
Date

**ARTICLES OF INCORPORATION
OF
INTER-CITY UPBEAT, INC.**

ARTICLE I

The name of this corporation is INTER-CITY UPBEAT, INC.

ARTICLE II

The general nature of the object of the corporation is to encourage, promote and perpetuate positive role models and mentors to all youth in the United States of America and in the State of Florida. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. This project offers many services such as teaching and educating youth, that violence and alcohol are not the answers to peer pressure and criticism from others. To provide Big Brother / Sister, care, concern and love, to all youth who are neglected and abuse by love ones. To develop and train youth as counselors and role models for each other and establish a youth to youth crisis help line, educate minority and underprivileged youth and adults in the skills of rehabilitative, constructive and other educational areas. Providing a support system to build self-esteem that will improve academic learning, good morals and respect for elderly, bringing out hidden talents and skills, to operate as an outreach advocacy program for youth at high risk and other related areas on an on going basis. The program will be a multi- culture organization in helping to support and establishing **Inter-City UpBeat** programs for all youth in the United States of America and in the State of Florida.

ARTICLE III

To establish sub businesses, day cares, education, performing arts, youth child welfare, cultural programs, feeding and clothing the homeless, apartments and home refuge for homeless youth and the aged, transportation such as vans, buses, cars, and other properties, including printing presses, computers, monitors, televisions and an establishment to carry out the general objected of this corporation. Inter-City UpBeat will establish and help create trouble teen programs, teenage pregnancy and HIV prevention, teenage male early fatherhood and HIV prevention, nutritional and physical education programs to teach children at an early age to prevent obesity, drugs and alcohol counseling, provide academic help in basic reading and writing, GED, teaching youths job trades, work with local, county, and state government for placements into the program with guidance of the courts.

In furtherance of the object of the corporation, it may contract debts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligation, and secure any of its obligations by mortgage and pledge of all or any of its properties. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country. Make donations for the public welfare or religious, charitable, scientific, educational, or other similar purposes. The program directly benefits economically disadvantage persons. **Inter-City Upbeat, Inc.** Shall be a Florida non-profit corporation, organized and incorporated and subject to the provisions of chapter 617 as amended of the Florida Statutes of 1969.

ARTICLE IV

The members of this corporation shall be those who possess a strong positive attitude in working to educate youth of all races, color, ethnic background and have a special commitment of dedication in reaching our youth who are having problems with drugs, alcohol, gangs, guns, and violence in school as well as at home. All members shall be a believer in the corporations' motto "To achieve the excellence in my life, I must be a winner. I know within my heart that I am a winner. Why? Because a winner never quit and a quitter never wins, though I may go through life adversities, but that is only temporary. I will not stop being a winner until I reach life destiny of excellency."

ARTICLE V

This corporation is to exist perpetually. In event, however, of a dissolution of the corporation, all of its assets remaining after payment of all cost and expenses of such dissolution, shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any assets not disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE VI OFFICERS

SECTION 1. NUMBER. The affairs of this corporation shall be managed by a Board of Directors and a President, who shall be the chief officer of the Corporation; one or more Vice President, whom shall preside in the absence of the President, and an Executive Secretary together with a Treasurer, and such subordinate officers and agents as may be suggested and appointed by the President with the advice and consent of the Board of Directors.

SECTION 2. PRESIDENT. The President shall be the principal officer of the corporation. "The President shall in general supervise and control all of the affairs of the corporation, as authorized by the Board of Directors." He/she shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Executive Secretary or any other officer of the Corporation thereunto authorize by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President.

SECTION 3. VICE PRESIDENT. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and so acting, shall have the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no such rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

SECTION 4. EXECUTIVE SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these bylaws or as required by law; (c) be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member of the Board of Directors; (e) and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President.

SECTION 5. TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 6. SALARIES. The Salaries of the officers shall be fixed from time to time by the President and by the Board of Directors, and no such officer shall be prevented from receiving such salary by reason of the fact that he/she is also an Executive officer of the Corporation.

SECTION 7. ELECTION AND TERM OF OFFICE. The Board of Directors of the Corporation shall be elected at a general membership meeting to be held the first week in the month of October and serve for three years. The Board of Directors shall / composed of not less than four or more than twenty-five members of the general membership and in the event of a vacancy of the general membership committee, the President shall appoint, with the advice and consent of the Board of Directors, a member from general membership to serve out the unexpired term.

SECTION 8. REMOVAL. The Board of Directors is authorized to remove any officer or agent whenever, in its judgement, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not in itself create contract rights, and such appointment shall be terminable at will.

SECTION 9. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII

QUALIFICATIONS OF DIRECTORS

Directors must be natural persons who are 25 years of age or older but need not be residents of this state. The articles of incorporation or the bylaws may prescribe additional qualifications for directors.

ARTICLE VIII

The post office address of the principal office of this Corporation in the State of Florida is 528 Cheerful Street, West Palm Beach, Florida 33407. The Board of Directors may time to time move the principal address office to any other address in Florida.

ARTICLE IX

EMERGENCY BYLAWS

- (1) In anticipation of or during any emergency defined in subsection (5), the board of directors of a corporation may:
 - (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
 - (b) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.
- (2) During an emergency defined in subsection (5), unless emergency bylaws provide otherwise:
 - (a) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
 - (b) One or more officer present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
 - (c) The director or directors in attendance at a meeting, or any greater number affixed by the emergency bylaws, constitutes a quorum.
- (3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:
 - (a) Binds the corporation; and
 - (b) May not be used to impose liability on the corporation director, officer, employee, or agent.
- (4) An officer, director, or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.
- (5) An emergency exists for the purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.
- (6) To the extent consistent with any emergency bylaws so adopted, the bylaws of the corporation will remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.

ARTICLE X

The Board of Directors with the assistance of the President, may enact a set of bylaws or policies for this corporation. Said bylaws or policies may set forth duties of the various officers and subofficers of this corporation; provide for their tenure in office; and otherwise provide for the conducting of the corporation's business and activities as well as that of its members, officers, agents, sub-officers and quasi-officers.

ARTICLE XI

CORPORATE SEAL

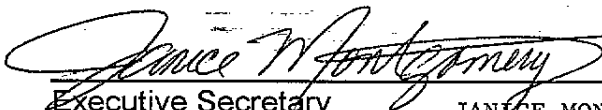
The Board of Directors will provide a corporate seal which will be circular in form and will have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be altered, amended, or repealed and new Bylaws may be adopted and approved by the Board of Directors with assistance of the President at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 19th day of November, 1997.


Executive Secretary JANICE MONTGOMERY