TFC N99000005927

(305) 751-8934

September 29, 1999

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*****78.75 *****78.75

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	CREATIVE SCENES & IMAGES INTERNATIONAL, INC.	119	$78.75
2.	USA CABINETS, INC.	1185	$78.75
3.	TEACHING RESPONSIBILITY TO INNERCITY-KIDS, INC.	02-925948234	$78.75
	TOTAL		$236.25

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

FILED
1999 OCT -4 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 OCT -4 PM 4:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TEACHING RESPONSIBILITY TO INNERCITY - KIDS, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: TEACHING RESPONSIBILITY TO INNERCITY - KIDS, INC. , hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3900 NW 179TH Street, Miami, FL, 33055.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Not- withstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (I) 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 (ii) 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).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 3900 NW 179th Street, Miami, FL, 33055; and OTIS GREEN, is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATORS

The incorporators of the Corporation is as follows:

OTIS GREEN
3900 NW 179TH Street
Miami, FL 33055

ANTHONY L. ROBINSON
5090 NW 195th Terrace
Miami, FL 33055

IN WITNESS WHEREOF, OTIS GREEN and ANTHONY L. ROBINSON , the undersigned incorporators to these Articles of Incorporation, have affixed their signatures thereto on ____________, 1999.

ANTHONY L. ROBINSON

OTIS GREEN

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to before me this 28th day of Sept., 1999, by ANTHONY L. ROBINSON and OTIS GREEN, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's Licenses respectively as identification.

NOTARY PUBLIC

SIGN:

PRINT: Jeannette G. Andrews-Thompson

STATE OF FLORIDA AT LARGE

Jeannette G Andrews-Thompson
My Commission CC813889
Expires March 2, 2003

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statues, the following is submitted in compliance with said Acts:

First--That TEACHING RESPONSIBILITY TO INNERCITY - KIDS CARE, 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 OTIS GREEN, at 3900 NW 179th Street, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

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.

BY: Otis Green
OTIS GREEN

DATED: ______________________

FILED
1999 OCT -4 PM 4: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA