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Miami Killian High School Cheerleaders Booster Club, Inc.
10655 SW 97 Ave
Miami, FL 33176

March 11, 2002

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, Florida 32314

Re: MIAMI KILLIAN HIGH SCHOOL CHEERLEADERS BOOSTER CLUB, INC.

Gentlemen:

Enclosed herewith are the original Articles of Incorporation of the **MIAMI KILLIAN HIGH SCHOOL CHEERLEADERS BOOSTER CLUB, INC.** In addition, enclosed herewith is a check made payable to Florida Department of State in the amount of seventy-eight dollars and seventy-five cents (\$78.75) representing the corporation fees.

Once the Articles of Incorporation have been filed, kindly forward the certified copy to the undersigned in the self-addressed stamped envelope enclosed herewith for your convenience.

If you have any questions with respect to the enclosed, please feel free to contact the undersigned at (305) 274-4112 or (305) 275-0941.

Sincerely,
Miami Killian High School Cheerleaders Booster
Club, Inc.

Robin Clark
Robin Clark
Secretary

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ARTICLES OF INCORPORATION

OF

MIAMI KILLIAN HIGH SCHOOL CHEERLEADERS BOOSTER CLUB, INC.

We, the undersigned, in order to form a not-for-profit corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I. - Name

The name of the corporation shall be:

Miami Killian High School Cheerleaders Booster Club, Inc.

II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 10655 SW 97 Ave, Miami , Florida 33176

III. - STATEMENT OF CORPORATE NATURE

This is a not-for-profit corporation organized under Chapter 617 of the Florida Statutes for any lawful purpose or to corporations under other laws of the State of Florida including, without limitation, charitable, benevolent, education, civic, social, artistic and social purposes.

IV. - DURATION

The term of existence of the corporation is perpetual, and the corporation's existence shall commence upon the filing of these articles on the date it is filed, as evidenced as the Department of State's date and the time endorsement on the original Articles of Incorporation.

V. - PURPOSES

The specific purpose(s) for which the corporation is organized is (are):

- a) to operate as a booster club for students registered at Miami Killian High School who belong to the Miami Killian High School Cheerleading Squad; to raise funds for charitable contributions, business activities and social activities in order to pay the costs and expenses of travel, food, boarding, and the shelter of students (cheerleaders) during school organized field trips and social events and to apply for and provide grants to students relating to cheerleading competitions; and/or any

other activity involving cheerleading and/or competitions or any other lawful purpose pursuant to the Florida Corporations Not-for-Profit Law set forth in Part I of Chapter 617 of the Florida Statutes, including, without limitation, charitable, benevolent, education, civic, social, cultural purposes.

VI. – CORPORATE POWERS

The corporation shall be entitled to exercise the corporate powers authorized under Florida Statutes Chapter 617, pertaining to corporations not-for-profit. However, no part of the net earnings of the corporation shall endure to the benefit of, be distributable to, any director, officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, director, or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. The corporation shall be subject to restriction and limitation to hold, use and apply the whole or any part of the income or assets therefrom and the principal thereof exclusively for charitable, literary, cultural, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under §501 (c) (3), of the Internal Revenue Code of 1996 as amended, Title 26 of the United States Code, and the regulations thereunder as now exist or as they must hereafter be amended.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In any taxable year in which the corporation is a private foundation as described in Section 590(a) of the Internal Revenue Code of 1996 as amended, Title 26 of the United States Code:

- a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1996, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.
- b) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue code of 1996 as amended, Title 26 of the United States Code, or corresponding provision(s) of any subsequent Federal tax laws.
- c) The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1996, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal Tax Laws.
- d) The Corporation shall not make an investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1996, as amended, Title 26 of the United States Code, or corresponding provision(s) of any subsequent Federal Tax Laws.
- e) The Corporation shall not make any taxable expenditures as defined in Section 4945(a) of the Internal Revenue Code of 1996, as amended Title 26 of the United States Code, or corresponding provisions of any subsequent Federal Tax Laws.

Notwithstanding any other provisions of these articles of Incorporation, the corporation shall not conduct or 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 of 1996, Title 26 of the United States Code, and the Regulations issued pursuant thereto as they not 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 of 1996, as amended, Title 26 of the United States Code, and said Regulations as they not exist or as they may hereafter be amended.

Subject to the restrictions and limitations hereinafter set forth, the Corporation in furtherance of these purposes shall have all powers conferred upon or permitted to corporations organized under the Florida Not-For-Profit Corporation Act or under Chapter 617 of the Florida Statutes.

VII. – SCOPE OF ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes which the Corporation is organized to aid and assist other organizations whose activities are such as to further, accomplish, force or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporations shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1996, as amended, and the Regulations thereunder as now exist, or as they hereafter be amended from time to time.

VIII. – MEMBERS

Members of the Corporation shall be composed of all parents and adult siblings of any student (cheerleader) who is registered at Miami Killian High School cheerleading squad.

IX. - DIRECTORS

There shall be at least five (5) members of the Board of Directors of the Corporation with the initial Board of Directors consisting of five (5) or more members. The name and address of the persons who are to serve as directors until the first election thereof are as follows:

- | | | |
|----|--|-------------------|
| 1. | Kathy Harrison
9960 SW 105 Avenue
Miami, Florida 33176 | President |
| 2. | Anne Papy
9515 SW 117 Court
Miami, Florida 33186 | Co-President |
| 3. | Donna Sisto
9701 SW 100 Avenue Road
Miami, Florida 33176 | Vice-President |
| 4. | Betty Rey
10940 SW 114 Street
Miami, Florida 33176 | Co-Vice President |
| 5. | Lisa Spiewak
10200 SW 144 Street
Miami, Florida | Treasurer |

6. Robin Clark Secretary
11794 SW 99th Lane
Miami, Florida 33186

IX – THE MANNER OF ELECTION OF DIRECTORS/OFFICERS

The manner in which the directors and/or officers are elected or appointed is by general yearly elections of the members during the 2nd week of September of each year. The directors/officers shall each be appointed by a majority of votes from the members present at the annual meeting or otherwise provided for in the by-laws of the Corporation. The number of directors/officers of this Corporation may either be increased or diminished from time to time pursuant to its by-laws, but shall never be less than three directors/officers.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consent shall be filed with the minutes of the proceeding of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote by the Board of Directors. Any certification of document filed under any provision of law which relates to actions so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

X. – INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are:

- | | |
|--|-------------------|
| 1. Kathy Harrison
9960 SW 105 Avenue
Miami, Florida 33176 | President |
| 2. Anne Papy
9515 SW 117 Court
Miami, Florida 33186 | Co-President |
| 3. Donna Sisto
9701 SW 100 Avenue Road
Miami, Florida 33176 | Vice-President |
| 4. Betty Rey
10940 SW 114 Street
Miami, Florida 33176 | Co-Vice President |
| 5. Lisa Spiewak
10200 SW 144 Street
Miami, Florida | Treasurer |
| 6. Robin Clark
11794 SW 99 th Lane
Miami, Florida 33186 | Secretary |

XI.- OFFICERS

The name and address of those individuals who shall serve as the initial officers of the corporation are as follows:

- | | | |
|----|---|-------------------|
| 1. | Kathy Harrison
9960 SW 105 Avenue
Miami, Florida 33176 | President |
| 2. | Anne Papy
9515 SW 117 Court
Miami, Florida 33186 | Co-President |
| 3. | Donna Sisto
9701 SW 100 Avenue Road
Miami, Florida 33176 | Vice-President |
| 4. | Betty Rey
10940 SW 114 Street
Miami, Florida 33176 | Co-Vice President |
| 5. | Lisa Spiewak
10200 SW 144 Street
Miami, Florida | Treasurer |
| 6. | Robin Clark
11794 SW 99 th Lane
Miami, Florida 33186 | Secretary |

XII. - REGISTERED AGENT

The initial registered agent's street address and name is as follows:

Robin Clark
MIAMI KILLIAN CHEERLEADERS BOOSTER CLUB, INC
11794 SW 99th Lane
Miami, Florida 33186

XII. - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended from time to time provided that any such amendment shall conform with the procedures that any such amendment shall conform with the procedures set forth in Chapter 617 of the Florida Statutes.

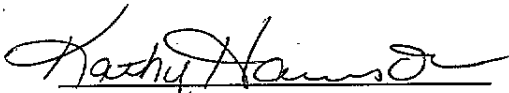
XIV. - BY LAWS

The Board of Directors/Officers of this Corporation shall adopt by-laws for the government of this Corporation, which shall be subordinate only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by resolution of the Board of Directors or by following the procedures set forth therefore in the bylaws.

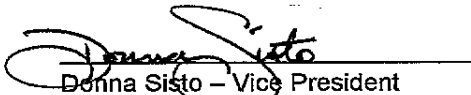
XV. - DISTRIBUTION OF ASSETS

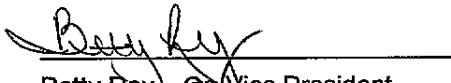
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or in such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision(s) of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such asset(s) not so disposed or shall be disposed of by the Court having proper jurisdiction in a county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

In witness whereof, the undersigned incorporators have executed these Articles of Incorporation this 11th day of March, 2002.


Kathy Harrison – President


Anne Papy – Co-President


Donna Sisto – Vice President


Betty Rey – Co-Vice President


Lisa Spiewak – Treasurer


Robin Clark – Secretary

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the state and county set forth above personally appeared, Kathy Harrison, Anne Papy, Donna Sisto, Betty Rey, Lisa Spiewak, and Robin Clark, to me well known to be the persons described, herein and who executed and subscribed the foregoing Articles of incorporation and he/she acknowledged before me, that he/she executed the same and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal in the state and county aforesaid this 11th day of March, 2002.


NOTARY PUBLIC, STATE OF FLORIDA

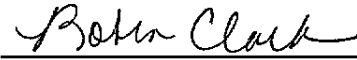


Deborah J Miller
My Commission CC892593
Expires December 05, 2003

Registered Agent Consent for

MIAMI KILLIAN HIGH SCHOOL CHEERLEADERS BOOSTER CLUB, INC.
A non-profit organization

I AM HEREBY familiar with the and accept the duties and responsibilities as a Registered Agent of MIAMI KILLIAN HIGH SCHOOL CHEERLEADERS BOOSTER CLUB, INC., a non-profit organization



Robin Clark
11794 SW 99th Lane
Miami, Florida 33186