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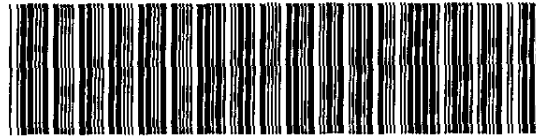
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STATE OF FLORIDA

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ARTICLES OF INCORPORATION

SHARON CONCEPCION'S N'SPIRATIONS YOUTH
MUSEUM & CAREER LEARNING CENTER, INC.

FILED
2005 OCT 13 P 12:04
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I — NAME

The name of this corporation shall be SHARON CONCEPCION'S N'SPIRATIONS YOUTH MUSEUM & CAREER LEARNING CENTER, INC.

ARTICLE II— REGISTERED OFFICE ADDRESS

The principal place of business and mailing address for this corporation shall be: 4950 Richard Street, #103, Jacksonville, Florida 32207.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- To focus attentions on youth and intervention to ward off criminal interests.
- To develop museum sites throughout the state of Florida and then the US.
- To design our physical and virtual museum to meet the needs of all visitors.
- To create a positive and very different learning experience for youth and their families.
- To revitalize our communities to make them an extremely interesting place where kids can come for play and engage in a very different learning experience with their parents in tow.
- Become an overwhelming, world-class institution for all to be proud of.
- Ensure that there is a wide range of positive-media support to assist in the financial fulfillment of the Museum and Career Learning Center's reputation.
- To have youth see successful mentors and develop long lasting relationships.
- To have a multi-cultural staff of people from around the community to speak and volunteer to take part in this unique effort.

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- To teach youth about money and help them to develop their money-management skills and inform them about careers and life skills.
 - To always have the Museum and Learning Center's Board 100% controlled by an ethnic minority at the helm.
 - To support and conduct non-partisan research, education and informational activities to increase public awareness of juvenile delinquency.
 - To teach youths to combat crime within neighborhoods; and to prevent community deterioration.

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501 (h) of the Internal Revenue Code), and the corporation shall not 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.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which 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 purposes.

ARTICLE IV — MANNER OF ELECTION

The manner in which the Board of Directors are elected or appointed is: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. The original Board can serve for a total of 5 years, but their membership must be review every year to determine if they are eligible to remain on the Board.

The Board may elect a Chair, and if one is elected, the Chair will preside at all meetings of the Directors and will have such other duties as may from time to time be prescribed by the Board of Directors. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

A majority of the number of the Directors prescribed by these Bylaws constitutes a quorum for the transaction of business. A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

ARTICLE V — INITIAL DIRECTORS/OFFICERS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

Sharon Concepcion, President, 4950 Richard Street #103, Jacksonville, Florida 32207
Claudine Ponder, Secretary, 7701 Timberlin Park Blvd, #718, Jacksonville, Florida 32256
Clarence Calloway, Treasurer, 1648 Starwan Ave. East, Jacksonville, Florida 32211

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI— PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

The initial Registered agent is: Sharon Concepcion, President, 4950 Richard Street #103, Jacksonville, Florida 32207

ARTICLE VII - DURATION/DISSOLUTION

The articles must include the addresses of each of the incorporators.
The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII- INCORPORATORS

The undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Florida and certify we executed these Articles of Incorporation this October 5, of 2005.

I accept the appointment of Registered Agent for said corporation.

Sharon Concepcion 10/12/05
Signature (Registered Agent) Date

SHARON Concepcion 10/12/05
Print Name Date

4950 Richard St. #103 - Jacksonville Fla 32207
Address, City, State, Zip Code

Claudine G. Ponder 10/12/05
Signature (Incorporator) Date

CLAUDINE G PONDER 10/12/05
Print Name Date

7701 Timberline PK Blvd 32256
Address, City, State, Zip Code