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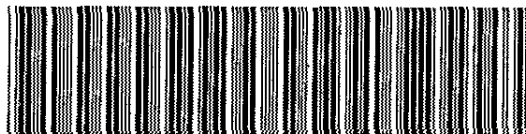
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Detra P. Shaw-Wilder, Esq.
dps@kttlaw.com | 305.377.0668

September 1, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: ***The JWK Mentoring Foundation, Inc.***

Enclosed are an original and two (2) copies of the Articles of Incorporation for the above-named corporation and a check for \$87.50 for the filing fee, Certified Copy and Certificate of Status. If you have any questions or need additional information, I can be reached at the address and telephone number printed below.

Very truly yours,



Detra Shaw-Wilder

Enclosure

cc: John W. Kozyak(w/ enc.)

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ARTICLES OF INCORPORATION

OF

THE JWK MENTORING FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be THE JWK MENTORING FOUNDATION, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is c/o John W. Kozyak, 2525 Ponce de Leon Boulevard, 9th Floor, Coral Gables, Florida 33134.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide assistance and support to programs for minorities interested in pursuing legal careers.
- (b) To provide assistance and support to minority law students through mentoring programs.
- (c) To participate in any activity designed and implemented to expose minority law students to opportunities to advance their future legal careers.
- (d) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-For-Profit Corporation Act and section 501 (c)(3) of the Code.

Article IV
MEMBERSHIP

The Corporation shall have no members.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the Corporation is 2525 Ponce de Leon Boulevard, 9th Floor, Miami, Florida 33134, and the name of the Corporation's initial registered agent at that address is Brenda Williams-Bringhurst.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be five. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

John W. Kozyak
2525 Ponce de Leon Blvd.
9th Floor
Coral Gables, Florida 33134

Barbara Silverman
Colson Hicks Eidson
255 Aragon Avenue, 2nd Floor
Coral Gables, Florida 33134

Marcy Cox
Assistant Dean of Career Planning
University of Miami School of Law
1311 Miller Drive, Room 112
Coral Gables, Florida 33146

Detra P. Shaw-Wilder
2525 Ponce de Leon Blvd.
9th Floor
Coral Gables, Florida 33134

Coralí Lopez-Castro
2525 Ponce de Leon Blvd.
9th Floor
Coral Gables, Florida 33134

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Detra Shaw-Wilder
2525 Ponce de Leon Boulevard, 9th Floor
Coral Gables, Florida 33134

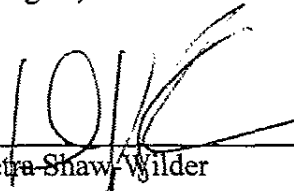
Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 any of its purposes. No substantial part of activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 31 day of August, 2006.



Detra Shaw-Wilder
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, The JWK Mentoring Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Brenda Williams-Bringhurst, 2525 Ponce de Leon, Blvd, 9th Floor, Coral Gables, Florida 33134, 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 31st day of August, 2006.


Brenda Williams-Bringhurst

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