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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 15, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-06/26/00--01111--021
*****70.00 *****70.00

RE: Articles of Incorporation of Multi Educational Cultural Center of the Arts, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Multi Educational Cultural Center of the Arts, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

6-28
KCC

ARTICLES OF INCORPORATION

OF

MULTI EDUCATIONAL CULTURAL CENTER OF THE ARTS, INC.

We, the undersigned incorporators, hereby associate ourselves together for the purpose of being a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME

The name of this Corporation shall be MULTI EDUCATIONAL CULTURAL CENTER OF THE ARTS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of research, development, maintaining data, augmentation for better practices and to sustain informative technologies as they are utilized to further the art of business and self-expression. The primary emphasis is given to innovative concepts and ways of empowering minority owned small to medium sized companies and individuals to act within a collective of services which gives knowledge based assistance and facilities devoted to understanding creating markets, and having national as well as international access for social and economic improvements, especially those creative solutions to overcome contributing factors responsible in furthering the information gap, relieving burdensome transactions by providing

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assistance through networking and pooling talent, service and goods, using information management where economic and information short falls are evident in communities by reason of absence or lack of technology. In addition, the Corporation is organized for the purpose of creating a center to improve cultural enhancement, including awareness, by causing partnerships to assist in public and private participation toward entrepreneurialism to improve skills ultimately for community based efforts to do commerce and spread a positive image of African Americans engaged in social and economic change.

The Corporation may solicit, receive, hold and expend funds or other property in such manner as the Board of Directors may determine to be appropriate to further the foregoing purpose, and shall have all powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE IV - MEMBERS

As authorized by Chapter 617.0601(1)(a), Florida Statutes, the Corporation shall have no members.

ARTICLE V - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 III hereof. 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 publishing or distribution 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 other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of General Sessions of Florida 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 1610 N. Haynes Street, Pensacola, Florida 32503, and the name of the initial registered agent of this Corporation at that address is Rachel Mahasin Sabree.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have a Board of Directors (who may be known as Trustee) that will govern all activities of the Multi Educational Cultural Center of the Arts, Inc. as specified in the By-Laws. The By-Laws shall also provide for their duties, functions and manner of election. The Board of Directors shall have the power to make, alter and rescind the By-Laws of this Corporation provided that at least two (2) weeks notice has been given all members of the Board of Directors of the character of the prepared amendment, or amendments to be voted upon. The affairs of the Corporation shall be managed by the Board of Directors, known as the Board of Trustees. The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

Director: Rachel Mahasin Sabree
1610 N. Haynes Street
Pensacola, FL 32503

Director: Diane Jones
204 Emerald Avenue
Pensacola, FL 32505

Director: Garry J. Lawrence
114 N. DeVillier Street
Pensacola, FL 32501

Director: Bilal Muhammad
901 Massachusetts Avenue, Lot 26
Pensacola, FL 32505

Director: Annie Mae Roper
1404 N. Haynes Street
Pensacola, FL 32503

Director: Lewis Lee
6105 Pensacola Boulevard
Pensacola, FL 32505

Director: Jimmie Williams
S. Haynes Street
Pensacola, FL 32503

ARTICLE IX - AMENDMENTS

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all Board members, provided that at least two (2) weeks notice has been given to all members of the Board of Directors of the character of the proposed

amendment, or amendments, to be voted upon.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

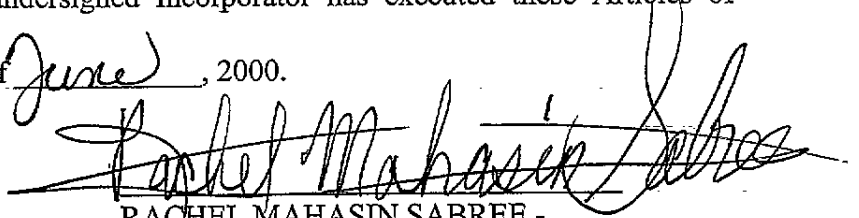
ARTICLE XI - BYLAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is Rachel Mahasin Sabree, 1610 N. Haynes Street, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 21 day of June, 2000.

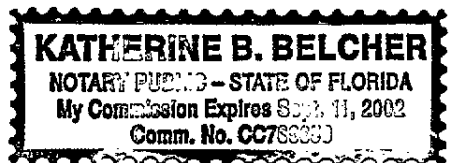

RACHEL MAHASIN SABREE -
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

The foregoing instrument was sworn to and subscribed to me this 21 day of June,

2000, by RACHEL MAHASIN SABREE, who is personally known to me, or who has produced

FDL#S160-733-48-549-0 as identification and who did take an oath.



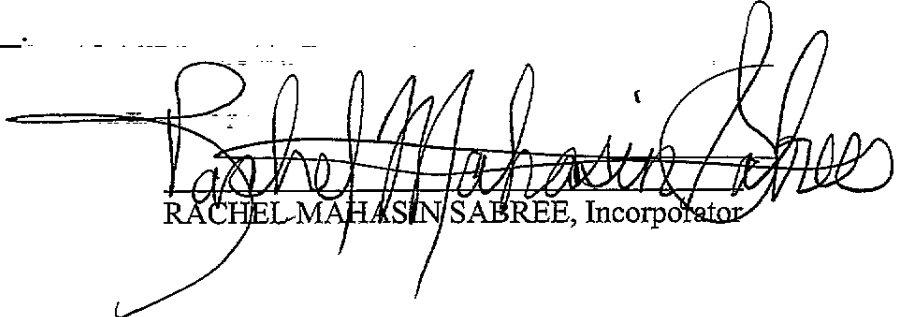
Katherine B. Belcher
Print Name: KATHERINE B. BELCHER
Notary Public, State of Florida
My Commission Expires: 9/11/2002

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

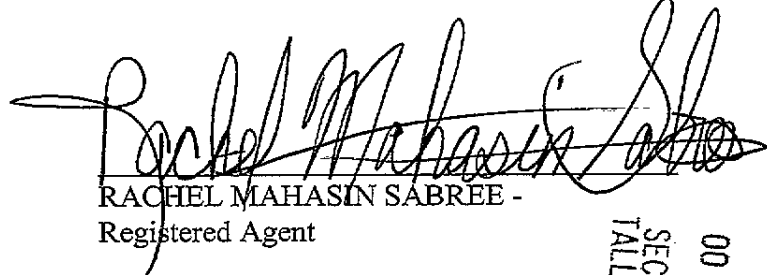
In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that MULTI EDUCATIONAL CULTURAL CENTER OF THE ARTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1610 N. Haynes Street, Pensacola, Florida 32503 has named Rachel Mahasin Sabree at 1610 N. Haynes Street, Pensacola, Florida 32503, as its agent to accept service of process within Florida.

DATED: June 21, 2000


RACHEL MAHASIN SABREE, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.


RACHEL MAHASIN SABREE -
Registered Agent

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