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CHUCK MOGBO, P.A.

Certified Public Accountant

Suite 209
2800 W. Oakland Park Blvd.
Oakland Park, FL 33311
Tel (954) 739-4669
Tel (954) 739-1966
Fax (954) 739-0889

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June 27, 1999

Department of State
Division of Corporations
406 East Gains Street
Tallahassee, FL 32399

Dear Sirs,

RE: AL NZEAKOR SCHOLARSHIP FOUNDATION, INC.

Enclosed is Articles of Incorporation along with a check for \$78.75 for incorporation with the State of Florida. Upon completion, please return in the attached return Airborne Express envelop.

If I can be of further assistance, please call me at (954) 739-4669 or (954) 739-1966.

Respectfully Yours,

Chuck Mogbo, P.A.

Chuck Mogbo, P.A.

Encl.

Airbill
No:1763655751

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
CHAD NZEAKOR SCHOLARSHIP FOUNDATION, INC.
A NONPROFIT CORPORATION

We the undersigned, do hereby associate ourselves together and subscribe this certificate of incorporation for the purpose of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation is:

CHAD NZEAKOR SCHOLARSHIP FOUNDATION, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

BUSINESS ADDRESS: 8511 NW 47TH COURT, SUNRISE, FL 33351

MAILING ADDRESS: P.O. BOX 451414, SUNRISE, FL 33345

Other offices for the transaction of business may be located wherever the directors may deem necessary or expedient.

ARTICLE III

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corporation provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from federal Income Tax Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) of the Internal Revenue Code, of to the Federal, State, or local government for exclusive public purpose.

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TALLAHASSEE, FLORIDA

ARTICLE IV

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as stated in the Bylaws.

ARTICLE V

The name and address of the initial registered agent of this corporation shall be:

Chuck Mogbo, P.A.
2800 W. Oakland Park Boulevard
Suite #209
Oakland Park, Fl 33311

ARTICLE VI

The names and addresses of the incorporators of these Articles shall be:

Al Nzeakor
P.O. Box 451414
Sunrise, Fl 33345

Rose Nzeakor
8511 NW 47th Court
Sunrise, Fl 33351

Mercy Nzeakor
8511 NW 47th Court
Sunrise, Fl 33351

Chris Nzeakor
11930 NW 29th Manor
Sunrise, Fl 33323

ARTICLE VII

The affairs of the corporation shall be managed by a president, Vice President, Secretary and Treasurer and such other officers as may from time to time be created by the board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Rose Nzeakor/ President
8511 NW 47th Court
Sunrise, Fl 33351

Al Nzeakor/Vice-President
P.O. Box 451414
Sunrise, Fl 33345

Mercy Nzeakor/Secretary
8511 NW 47th Court
Sunrise, Fl 33351

Chris Nzeakor/Treasurer
11930 NW 29th Manor
Sunrise, Fl 33323

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Sunrise, Fl 33345

Rose Nzeakor/Vice-President
8511 NW 47th Court
Sunrise, Fl 33351

Mercy Nzeakor/Secretary
8511 NW 47th Court
Sunrise, Fl 33351

Chris Nzeakor/Treasurer
11930 NW 29th Manor
Sunrise, Fl 33323

ARTICLE VIII

The Board of Directors shall be elected and hold office in accordance with the Bylaws. The members of the Board of Directors shall never be less than three (3) in number. The initial Board of Directors shall consist of four (4) persons, whose names and addresses are as follows and who shall serve as Directors until the first election:

Al Nzeakor
P.O. Box 451414
Sunrise, Fl 33345

Rose Nzeakor
8511 NW 47th Court
Sunrise, Fl 33351

Mercy Nzeakor
8511 NW 47th Court
Sunrise, Fl 33351

Chris Nzeakor
11930 NW 29th Manor
Sunrise, Fl 33323

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose; after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the by-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may amended from time to time by a majority vote of the Board of Directors at a Meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hands and affixed their seal on this the 27th day of JUNE, 2000.



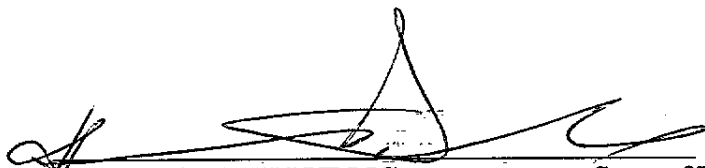
ROSE Ngeakor

STATE OF FLORIDA

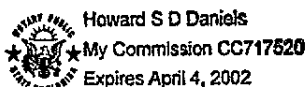
COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared the subscriber(s), who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

In witness whereof, I have hereunto set my hand and official seal at Fort Lauderdale, said county and state, this 27 day of June, 2000.


NOTARY PUBLIC State of Florida
at Large

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED/AGENT REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is:
CHAD NZEAKOR SCHOLARSHIP FOUNDATION, INC.
2. The name and address of the registered agent and office is:

CHUCK MOGBO, P.A.
2800 W. OAKLAND PARK BOULEVARD
SUITE #209
OAKLAND PARK, FL 33311
TEL: (954) 739-4669

HAVING BEEN NAMED AS REGISTERED AGENT AND 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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

CHUCK MOGBO, PRESIDENT

DATE: _____

06/27/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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