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FLORIDA NON-PROFIT CORPORATION

URBAN ART FORUM, INC.

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|-----------------------|---------|
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**ARTICLES OF INCORPORATION OF
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

URBAN ART FORUM, INC.

ARTICLE II. ADDRESS

The principal address of the corporation at the time of incorporation is:
13850 N. W. 26TH Avenue, Miami, Florida 33056

ARTICLE III. CORPORATE NATURE

This is a nonprofit corporation organized solely for general educational purposes pursuant to the Florida Statutes, Section 617. of the Florida Not For Profit Corporation Act.

ARTICLE IV. DURATION

The duration of this corporation is perpetual unless sooner dissolved according to law. Corporate existence shall commence on the filing of these articles by the Department of State.

ARTICLE V. GENERAL AND SPECIFIC PURPOSE

The specific and primary purpose for which this corporation is formed are:

- (a) For the advancement of charity, education, scientific, literary, and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.
- (b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Prepared By: DFL Corp. 13850 NW 26th Avenue, Miami, FL 33054 (305) 687-2325

H00-38498

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00 JUL 21 PM 3:03

H00-38498

(c) The URBAN ART FORUM, INC. admits students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to student at the school. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and other school administered programs.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

- (a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.
- (b) The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.
- (c) Election of Directors. The method of electing directors shall be as set forth in the bylaws.
- (d) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

NAMES

Josefina Montilla

Omar Jackson

Cynthia Castillo

Jeanne Polanco

OFFICERS

President

Vice-President

Secretary

Treasurer

H00-38498

H00-38498

ARTICLE VII. EARNINGS AND ACTIVITIES OF CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers to 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 V 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 (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or 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) or the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII. DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

H00-38498

H00-38498

ARTICLE IX. QUALIFICATION AND ADMISSION OF MEMBERS

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

The street address of the corporation's initial registered office is:
13850 N.W. 26th Avenue, Miami, Florida 33056 , Josefina Montilla

ARTICLE XI. SUBSCRIBERS

| NAME | ADDRESS |
|-------------------|--|
| Josefina Montilla | 13850 N.W. 26 th Avenue Miami, Florida 33056 |
| Omar Jackson | 21075 N.W. 22 Avenue Miami, Florida 33156 |
| Cynthia Castillo | 1801 N.E. 124 Street #16 N. Miami, Florida 33181 |
| Jeanne Polanco | 8970 N.E. 2 nd Avenue Miami, Florida 33138 |

ARTICLE XII. AMENDMENTS OF BY-LAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Florida Corporation Not For Profit Act authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution or the Board of Directors, or by following the procedures set forth thereof in the By-Laws

ARTICLE XIII. DEDICATION OF ASSET

The name and address of the corporation is irrevocably dedicated to scientific, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

H00-38498

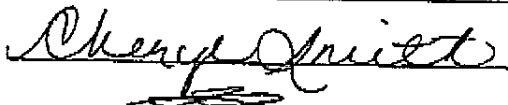
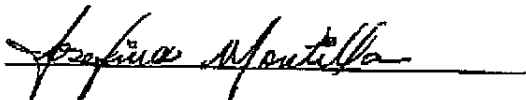
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ARTICLE XIV. AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and incorporator(s) of this corporation, for the purpose forming this non-profit corporation under the laws of the State of Florida, has executed these Article of Incorporation, this 21st day of July 2000.

WITNESSED BY:



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 607.34, Florida Statutes, the following is submitted, in compliance with said act:

First that **URBAN ART FORUM, INC.** desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami-Dade, County of Dade, State of Florida, has named Josefina Montilla as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act., relative to keeping said office.


Josefina Montilla /Registered Agent

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