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July 31, 2000

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

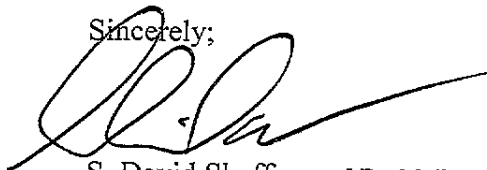
Re: Articles of Incorporation for Miami Beach Education Foundation, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Miami Beach Education Foundation, Inc. Also enclosed is my check for \$87.50. Please return a Certified Copy of the enclosed Articles along with a Certificate of Status in the enclosed self-addressed and stamped envelope.

If you have any questions or comments, please contact me.

Sincerely;



S. David Sheffman, J.D., LL.B.

Cc: Ms. Leslie Collier

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

MIAMI BEACH EDUCATION FOUNDATION, INC.
a Florida not-for-profit corporation

THE UNDERSIGNED, pursuant to the provisions of Chapter 617 of the Florida Statutes, for the purpose of forming a Florida Not-for-Profit Corporation (the "Corporation") under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations not-for-profit do set forth the following:

ARTICLE I NAME

The name of the corporation is:

MIAMI BEACH EDUCATION FOUNDATION, INC.
a Florida not-for-profit corporation

ARTICLE II ADDRESS

The street address of the principal place of business of the corporation and the mailing address of the corporation is: c/o Ms. Leslie Coller, Miami Beach Education Foundation, C/o Law Office of S. David Sheffman, J.D., LL.B., 1111 Lincoln Rd., #802, Miami Beach, Fla. 33139. The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE III PURPOSE(S):

Section 1. This not-for-profit corporation is organized for the following purpose:

- (a). To bring together the strengths and resources of the community to support the needs of public education in Miami Beach, Florida.
- (b). To stimulate greater governmental and public awareness and appreciation of the importance of public education in Miami Beach.
- (c). To encourage greater and more efficient use of governmental and private resources for the development and support of public education in Miami Beach.
- (d). To encourage and support public education in Miami Beach.
- (e). To create and support educational opportunities for residents of Miami Beach.

Articles of Incorporation for
Miami Beach Education Foundation

Section 2. The Corporation is organized and shall be operated exclusively for purposes which a not-for-profit corporation may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the Regulations promulgated thereunder (the "Regulations"), and not for pecuniary profit of financial gain.

Section 3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

Section 4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in § 501 (c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation in the State of Florida is 1111 Lincoln Rd, #802, Miami Beach, Fla. 33139 and the name of the initial registered agent of this corporation at that address is S. David Sheffman, J.D., LL.B.

**ARTICLE V
POWERS & LIMITATIONS OF POWERS**

Section 1. Powers. The Corporation shall have the power:

- a. To buy, sell, mortgage, lease, encumber, alienate, or including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.
- b. To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.
- c. To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.
- d. To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things

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necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

e. To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of others.

f. To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony dependency or agency of the foregoing.

g. To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs, and to make application for, and receive, grants from any sources thereof, including foundations and governments.

h. To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation, including, but not limited to, the exercise of all powers granted, from time to time, under Chapter 617, Florida Statutes.

Section 2. Limitations of Powers. Notwithstanding any powers of this corporation through its Articles of Incorporation, By-laws, or the laws of the State of Florida, the following limitations of powers shall apply:

a. This Corporation is organized and shall be operated exclusively for the purposes contained in Article III of these Articles of Incorporation.

b. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

c. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501 (c) of the Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VI

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE VII MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE VIII QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By Laws.

ARTICLE IX TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE X INITIAL DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the members, but shall never be less than one.

ARTICLE XI

The name and street address of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

Ms. Leslie Coller
Miami Beach Education Foundation
C/o 5301 LaGorce Drive
Miami Beach, Fla. 33139

Articles of Incorporation for
Miami Beach Education Foundation

Ms. Maia Mediavilla
C/o Charter Communications
1681 79th Street Causeway
N. Bay Village, Fla. 33141

Mr. Danny Kolker
Miami Beach Education Foundation
C/o 3060 Alton Rd.
Miami Beach, Fla. 33140

**ARTICLE XII
INCORPORATOR**

The name and street address of the subscriber to the Articles of Incorporation is:

Ms. Leslie Collier
Miami Beach Education Foundation
C/o 5301 LaGorce Drive
Miami Beach, Fla. 33139

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a members' meeting by a majority of the members then entitled to vote thereon, unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV

In accordance with Florida Statutes, the date of corporate existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this _____ day of _____, 2000.


Ms. Leslie Collier, Initial Director

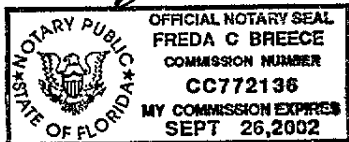
Articles of Incorporation for
Miami Beach Education Foundation

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared LESLIE COLLER, and she executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 21 day of July, 2000.



Freda C. Breece
Notary Public, State of Florida

My Commission Expires:

THE UNDERSIGNED hereby accepts the designation of Registered Agent and hereby agrees to comply with all pertinent Statutes.

S. DAVID SHEFFMAN, As Registered Agent

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