

MELODY Y. MCFARLANE CHIN
8783 CLEARY BLVD.
PLANTATION, FL 33324

NO10000001075

February 12, 2001

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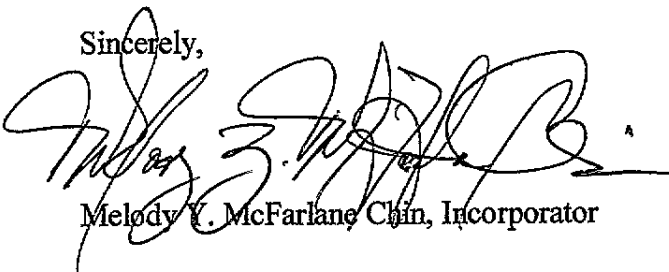
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Corporate Filings Office:

I have enclosed an original and 1 copy of the proposed Articles of Incorporation of **The Children's Tech Center, Inc.** Please file the Articles of Incorporation and return a Certificate of Incorporation (or file-stamped copy of the original Articles) to me at the above address. A check/money order in the amount of **\$87.50**, made payable to the Department of State, for total filing and processing fees is enclosed.

Thank you in advance for your time and attention in this matter. Should you need any additional information, please feel free to contact me.

Sincerely,



Melody Y. McFarlane Chin, Incorporator

FILED
01 FEB 14 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE CHILDREN'S TECH CENTER, INC.

(A Florida Not For PROFIT CORPORATION)

FILED
01 FEB 14 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation shall be **THE CHILDREN'S TECH CENTER, INC.** (hereinafter called the Corporation).

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE

The principal place of business and mailing address of the this Corporation is 8783 Cleary Blvd., Plantation, Florida 33324.

ARTICLE III – PURPOSE(S)

A. The purposes for which the Corporation is organized are as follows:

1. To receive and administer funds and other property for, and to develop, construct and to operate exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal of Revenue Code, or comparable provisions of subsequent legislation (the 'Code'), a community technology center or centers and resource center or centers for children in Broward County, Florida;
2. Such technology center or centers are to provide children with the tools and training to access global technology using various networked multimedia;
3. Such resource center or centers are to provide an office link between the children of the community in Broward County, Florida and such services as they may require including transportation, computer education/training, computer hardware and /or software providers, among others;
4. Any other charitable purpose permitted under Section 501 (c) (3) of the Code.

B. This Corporation shall be limited in its purpose, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this 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, 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 Internal Revenue Code, or any other corresponding provision of any future United States Internal Revenue law.
2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV – POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE V – LIMITATIONS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons, except that this 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.

The Corporation, if it is a "private foundation" as defined in Section 509 (a) of the Code, at any time, shall not while it is such a private foundation:

1. Engage in any act of "self-dealing" as defined in Code Section 4941 (d), which would give rise to any liability for the tax imposed by Code Section 4941 (a);
2. Retain any "excess building holdings" as defined in Code Section 4943 (c) , which would give rise to any liability fir the tax imposed by Code Section 4943(a);

3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of the Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);
4. Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945 (a); and
5. Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time to force and effect during the continuance of the Corporation.

ARTICLE VI – DISTRIBUTION OF DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII – MEMBERS

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of Florida state.

ARTICLE VIII – DURATION

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX – INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

Melody Y. McFarlane Chin
8783 Cleary Blvd.
Plantation, Florida 33324

ARTICLE X – MANNER OF ELECTION OF DIRECTORS

The number of persons constituting the Board of Director shall be three (3) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors will be appointed as provided in the Bylaws. The Board of Directors are as follows:

Melody Y. McFarlane Chin, Chair
8783 Cleary Blvd.
Plantation, Florida 33324

Petra M. Reyes, Vice-Chair
4409 Carpenter Avenue, Suite 1F
Bronx, New York 10470

Marc P. Genovese, Treasurer
220 Pelham Road, Suite 3F
New Rochelle, New York 10805

ARTICLE XI – BYLAWS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority vote of the Board of Directors. The Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended, altered, or repealed only by a majority vote of the Board of Directors of this Corporation.

ARTICLE XIII – INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

Melody Y. McFarlane Chin
8783 Cleary Blvd.
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 12th day of February, 2001.


Melody Y. McFarlane Chin
Incorporator

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 accept the appointment as registered agent and 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 obligations of my position as registered agent.

2/12/01
Date


Melody Y. McFarlane Chin
Registered Agent