MINAN & KAPLAN OROO

MICHAEL L. HYMAN ANDREW D. KAPLAN JOSEPH H. GANGUZZA ANDREW R. SPECTOR *+ GARY M. MARS

MARC A. RUBIN
MARC A. HALPERN
ELIZABETH A. BOWEN
CHRISTI R. ROMERO
GUSTAVO DE ZENDEGUI
MARIA I. ESCOTO-CASTIELLO

*ALSO MEMBER OF THE NEW YORK BAR +ALSO MEMBER OF THE TEXAS BAR PROFESSIONAL ASSOCIATION
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March 14, 2001

700003878357--0 -03/19/01--01153--008 *****78.75 *****78.75

Department of State
Division of Corporation
P.O. BOX 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF FAMILY AND YOUTH HELP CENTER, INC.

Dear Sir/Madame:

Enclosed please find executed duplicate copies of the Articles of Incorporation of FAMILY AND YOUTH HELP CENTER, INC. and a check in the amount of \$78.75 made payable to the Department of State for the filing of same and return of a copy of the registered Articles to the undersigned.

Very truly yours,

HYMAN & KAPLAN, P.A.

MARC A. HALPERN,

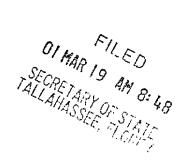
For the Firm

MAH\ler ENCLOSURE

F:\WP51\FILES\LYNN\ARTICLES.INC\DIVISION LTR(GLOVER AOI)

OI MAR 19 AM 8: 48
SECRETARY OF STATE
TALLAHAS SEE, TLOBIS.

5,00



ARTICLES OF INCORPORATION OF FAMILY AND YOUTH HELP CENTER, INC. A NOT-FOR-PROFIT CORPORATION

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be FAMILY AND YOUTH HELP CENTER, INC., A NOT FOR PROFIT CORPORATION, which is hereinafter referred to as "the Corporation".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be at 1511 N.W. 168th Terrace, Miami, Florida 33169.

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to help non-functional families and at-risk youth become functional in the community, at home and school. Also to provide assistance in development of skills that can be used in everyday life. The placement of these youths and families back into the community base programs. It is the goal of this

organization to provide a vehicle of reinforcement, positive self-esteem and direction for youths and their families.

ARTICLE IV MANNER OF ELECTION

The directors will be appointed by Clyde B. Glover, as Chief Executive Officer of the corporation.

ARTICLE V INITIAL DIRECTORS/OFFICERS

Clyde B. Glover, Chief Executive Officer/President 16860 N.W. 79th Place Miami, Florida 33016 (305) 828-2857

> Sherri Lockett, Vice President 1015 Willmington Street Opa Locka, Florida 33054 (305) 685-2575

Lynn E. Robin, Secretary 20217 N.W. 32nd Place Miami, Florida 33056 (305) 371-4244

Grafton Ambrose, Treasurer 430 N.E. 29th Terrace, #2 Miami, Florida 33132 (305) 573-3349

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is Clyde B. Glover, Chief Executive Officer/President, 16860 N.W. 79th Place, Miami, Florida 33016.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this Corporation is Marc A. Halpern, Esq., 150 West Flagler Street, 27th Floor, Miami, Florida 33130.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this th day of March, 2001.
FAMILY AND YOUTH HELP CENTER, INC. A NOT-FOR-PROFIT CORPORATION BY: MARC A. HAYPERN
STATE OF FLORIDA)
COUNTY OF DADE)
I HEREBY CERTIFY that on this th day of March, 2001, before me, an officer duly authorized, personally appeared, MARC A. HALPERN to me well known and known to be the person described, and who executed the foregoing instrument, and he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this the day and year last above written.

AFFIANT IS PERSONALLY KNOWN TO ME [XX]

PRINT MAME: LYNN E. ROBIN

NOTARY PUBLIC, State of Florida

My Commission Expires: JUNE 6, 2002 My Commission No: CC 745329



ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the 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 and complete performance of my duties.

DATED: March ________, 2001

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