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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 18, 2001

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

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-06/12/01--01082--003
*****87.50 *****87.50

SUBJECT: Hazel Heroes, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copy and certificate.

From: Jacqueline Hazel
2142 N.W. 139 Ave.
Pembroke Pines, FL 33028
(305) 801-8000

Sincerely,

Jacqueline Hazel

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be:

Hazel Heroes, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

2142 N.W. 139 Ave.,
Pembroke Pines, FL 33028

ARTICLE III - PURPOSE

The purpose for which this company is organized is to provide educational scholarships, mentoring, tutoring and outreach programs to underprivileged children, children within the foster cares system, or children who have been a part of the foster care system and are currently enrolled in a post-secondary institution of higher learning.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors or elected or appointed is set forth in the bylaws.

ARTICLE V - INITIAL DIRECTORS/OFFICERS

The name and address of the directors and officers are:

Jacqueline Hazel
2142 N.W. 139 Ave.
Pembroke Pines, FL 33028
President/Treasurer/Director

Arnold Coats
17130 N.W. 32nd St.
Miami, FL 33056
Director

Sybil Ebanks
3713 N.W. 122 Terr.
Miami, FL 33323
Director

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Jacqueline Hazel
2142 N.W. 139 Ave.
Pembroke Pines, FL 33028

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:


Denise Wallace

3391 Florida Avenue, Miami, FL 33133

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appoint as registered agent and agree to act in this capacity.



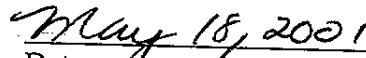
Signature Registered Agent



Date



Signature/Incorporator



Date