

No 1000005029

Cynthia W. Curry
150 SE 2nd Avenue, Suite 913
Miami, Florida 33131
(305) 372-2393

June 28, 2001

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

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RE: Nellie B. Williams Memorial Scholarship Program, Inc.

Dear Sir or Madam:

Enclosed are original and one (1) copy of the Articles of Incorporation for the above non-profit corporation and an Acceptance of Designation of Registered Agent. I have enclosed a check for \$87.50, which includes filing fee, certified copy and certificate. If there are any questions regarding this matter, please contact the corporation's registered agent. Thank you for your assistance.

Sincerely,

Cynthia W. Curry

15246

CWC & Associates, Inc.
Corporate and Public Business Consulting

July 11, 2001

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

RE: Nellie B. Williams Memorial Scholarship Program, Inc.
REF.NUMBER: W01000015246

Dear Sir or Madam:

Enclosed are original and one (1) copy of the Articles of Incorporation for the above non-profit corporation and an Acceptance of Designation of Registered Agent. The necessary changes have been made as referenced in the letter dated July 3, 2001 from your Office.

Please continue with the review and processing of my request.

Sincerely,


Cynthia W. Curry

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NELLIE B. WILLIAMS MEMORIAL SCHOLARSHIP PROGRAM, INC.**

We, the undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation

ARTICLE I - Name

The name of the corporation shall be Nellie B. Williams Memorial Scholarship Program Inc.

ARTICLE II - Principal Address

The initial principal place of business and mailing address of the corporation shall be 150 SE 2nd Avenue, Suite 913, Miami, Florida 33131.

ARTICLE III - Purpose

The corporation is organized for the purposes of fund raising, implementation of a scholarship program to support the financial needs of young people who have excelled in their academic career and are pursuing degrees in the area of higher education and for other charitable and educational purposes.

ARTICLE IV - Powers

The corporation shall have all the powers of a not for profit corporation as authorized by Florida Statutes.

ARTICLE V - Board of Trustees

The business affairs of the corporation shall be managed and administered by a board of directors to be known as the Board of Trustees. The initial board of the corporation shall consist of three directors. The members of the Board set policy for the corporation. Additional trustees shall be nominated and elected by and from the general membership of the corporation at the annual general meeting. The election of trustees shall be conducted in the manner set forth in the Bylaws of the corporation. The number of trustees may be increased or decreased from time to time in accordance with

the Bylaws of the corporation. The trustees shall be protected from personal liability to the fullest extent permitted by law.

The name and address of the persons who will serve as members of the Board of Trustees until the first election are:

Cynthia W. Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131
Garland Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131
Dolletha Curry	3957 NW 185 th Street Miami, Florida 33055

ARTICLE VI - Incorporators

The names and addresses of the persons who are the incorporators of the corporation are:

Cynthia W. Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131
Garland Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131

ARTICLE VII - Registered Agent

The name of the initial registered agent of the corporation shall be

Leslie W. Langbein, Esq.
Langbein & Langbein, P.A.
20801 Biscayne Boulevard, Suite 506
Miami, Florida 33180

ARTICLE VIII - Officers

The day to day affairs of the corporation shall be administered by officers who shall be elected at an annual general meeting of the corporation. The date of the annual meeting shall be fixed by the By-laws. The officers to be elected are the President, Vice-President and Secretary/Treasurer. The names of the officers who are to serve until the first election are as follows:

Cynthia W. Curry	President, Secretary
Garland Curry	Vice President, Treasurer
Dolletha Curry	Secretary/Treasurer

Article IX - Use of Earnings

All income received by the corporation from the conduct of its affairs is to be used and employed for charitable, educational or benevolent purposes. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Furthermore, the corporation shall not participate in or intervene in (including the publication or distribution of statement(s) on behalf of any candidate for public office. Nothing in this part however shall be deemed to constitute a limitation or abridgement of any rights secured to this corporation under the First Amendment to the Constitution of the United States of the State of Florida.

ARTICLE X - Membership

Admission to membership in this corporation shall be open to those who qualify as provided in the corporation's by-laws. Members shall have no voting rights, property rights in and to the corporation or its property or other rights except as provided in the Bylaws. Membership in the corporation may be terminated or transferred as provided for in the By-laws. The initial members of the corporation are:

Cynthia W. Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131
Garland Curry	150 SE 2 nd Avenue, Suite 913, Miami, Florida 33131
Dolletha Curry	3957 NW 185 th Street Miami, Florida 33055

ARTICLE XI - Term of Existence

This corporation shall exist perpetually. This corporation shall commence business upon the filing of these Articles of Incorporation and approval thereof of the State of Florida Department of State.

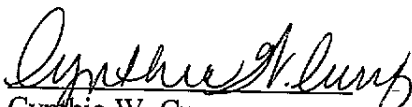
ARTICLE XII - Bylaws

The members of the corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered or rescinded upon a majority vote of the members present and voting at any regular or special business meeting of the corporation called for that purpose. Changes to these Articles of Incorporation and to the Bylaws must receive the affirmative vote of a majority of the members present at voting at such meeting.

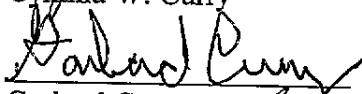
ARTICLE XIII -Dissolution

Upon dissolution or winding up of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all remaining assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) operated exclusively for charitable, educational, religious or scientific purposes and that has established its tax exempt status under Section 501(c)(3), Internal Revenue Code. Any assets not so disposed of shall be disposed of by the circuit court of Miami-Dade County.

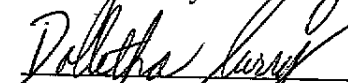
IN WITNESS WHEREOF, we subscribe our names this 17th day of July, 2001.


Cynthia W. Curry

150 SE 2nd Avenue, Suite 913,
Miami, Florida 33131


Garland Curry

150 SE 2nd Avenue, Suite 913,
Miami, Florida 33131


Dolletha Curry

3957 NW 185th Street
Miami, Florida 33055

Certificate of
Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for The Nellie B. Williams Memorial Scholarship Program, Inc. at the address 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 s registered agent.

Leslie W. Langbein, Esq.
LANGBEIN & LANGBEIN, P.A.
20801 Biscayne Blvd, Suite 506
Miami, FL 33180



Signature/Registered Agent (Date)

7/9/01

FILED
01 JUL 16 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA