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February 15, 2002

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Housing and Education Alliance, Inc.

N02000001145

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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J. BRYAN FEB 15 2002

ARTICLES OF INCORPORATION
OF
HOUSING AND EDUCATION ALLIANCE, INC.,
A Florida Not-for-Profit Corporation

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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 is Housing and Education Alliance, Inc. (the "Corporation").

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The address of the initial principal office of the Corporation is 550 North Reo Street, Tampa, Florida 33609. The mailing address of the Corporation shall be the same.

ARTICLE III.

PURPOSE

The purpose for which the Corporation is organized is to promote home ownership opportunities and to otherwise assist lower and middle-income families own a home. The Corporation may engage in any and all conduct which it deems necessary or proper to accomplish this purpose, including, among other things, by offering educational seminars, offering first time home buyer and other down-payment assistance programs, refurbishing and/or constructing affordable housing, cooperating with governmental agencies and departments, and other such activities. The Corporation may also engage in such other activities or conduct not specifically prohibited by the Florida Not for Profit Corporation Act. The Corporation shall not take any action which would be contrary to section

501(c)(3) of the Internal Revenue Code, as amended from time to time, and shall comply with the requirements of said code section.

ARTICLE IV.

DIRECTORS

The method of election and removal of the directors of the Corporation is set forth in the Bylaws.

ARTICLE V.

MEMBERS

The Corporation will have no members and shall be governed exclusively by its Board of Directors.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for the Corporation is Sylvia A. Alvarez, 550 North Reo Street, Tampa, Florida 33609.

ARTICLE VII.

DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations described in Section 170(b) (1) (A) (other than clauses (vii) and (viii)), of the Internal Revenue Code of 1954, for a continuous period of at least sixty (60) calendar months; and no director, officer, or private individual shall be entitled to share in the distribution of any of the assets.

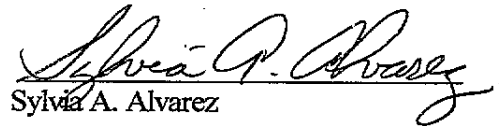
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is as follows: Sylvia A. Alvarez, 550 North Reo Street, Tampa, Florida 33609.

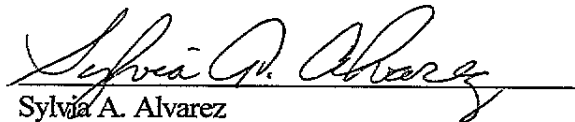
The undersigned has executed these Articles of Incorporation this 12th day of February, 2002.

Signed:


Sylvia A. Alvarez

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Sylvia A., Alvarez, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position or Registered Agent under the Florida Not For Profit Corporation Act.


Sylvia A. Alvarez

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