

NO200000287

LAW OFFICES

DAWN G. EURINGER, ESQUIRE

P.O. BOX 144253
CORAL GABLES, FLORIDA 33134

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April 8, 2002

VIA U.S. CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida
Attention: New Corporate Filings

800005255738--8
-04/11/02--01087--005
*****78.75 *****78.75

Re: NEFSKY GROUP INTERNATIONAL, INC., ARTICLES OF INCORPORATION

Dear Sirs:

Please find enclosed the Not for Profit Articles of Incorporation of NEFSKY GROUP INTERNATIONAL, INC. with Acceptance of Registered Agent, and filing fee in the total amount of \$78.75 to include a Certified Copy of the Articles

Please return the Certified Copy to our mailing address: DAWN G. EURINGER, ESQ., P.O. Box 144253, Coral Gables, 33134.

Should there be any questions, please call this office.

Thank you.

Very truly yours,


DAWN G. EURINGER

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02 APR 11 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DGE/TBM
ENC. Articles, Check

Brown GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 4-19
DOC. EXAM BC

W02-10964
gc 4/18

ARTICLES OF INCORPORATION OF NEFSKY GROUP INTERNATIONAL, INC.

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

ARTICLE I NAME

The name, address and principal place of business of the corporation is:

**NEFSKY GROUP INTERNATIONAL, INC.
12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175**

In addition to the office of the corporation registered with the Secretary of State of Florida, the corporation may also have offices at such places both within and without the State of Florida as the Board of Governors may from time to time determine or the business of the corporation may require.

ARTICLE II PURPOSE

The purpose or purposes for which the corporation is organized and the general nature of the object of the organization shall be to cultivate, promote, and develop the economic welfare and enhancement of neighborhoods, schools and community groups by instituting on a community level skill training in various trades and industries, including but not limited to the aviation industry, automotive industry and health fields; to create institutions of higher learning based thereon with the goal of preventing high school drop out and fostering the opportunity and desire to enter college, and to do lawfully all and everything necessary and suitable and proper in furtherance thereof, and to otherwise engage in any other activity necessary for the achievement of its objectives subject to the restrictions of Chapter 617 of the Florida Statutes relating to corporations not for profit, and other than those activities which might disqualify the corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE III REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175 and the name of the initial registered agent at such address is Peter E. Nefsky.

ARTICLE IV INCORPORATORS

The name and address of the initial incorporator of this corporation is Peter E. Nefsky, 12841 S.W. 43rd Drive, Suite 252A, Miami, FL 33175.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than (3) or more than five. 7

ARTICLE VI
OFFICERS

The corporation shall have a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors from time to time by resolution create and who shall be elected according to the By-Laws of the corporation. The names and address of the initial officer of this corporation who shall hold such office until their successors have been duly elected are:

President/ Vice President : Peter E. Nefsky, 12841 S.W. 43rd Dr., Suite 252A,
Miami, Florida 33175

Secretary/ Treasurer: Peter E. Nefsky, 12841 S.W. 43rd Drive, Suite 252A,
Miami, Florida 33175

ARTICLE VII
TERM OF EXISTENCE

Commencing on the date of filing of the Articles of Incorporation with the Department of State the duration of the corporation is perpetual unless sooner liquidated or dissolved in accordance with law.

ARTICLE VIII
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors.

ARTICLE IX
BY-LAWS

The By-laws of the corporation shall be made and adopted by a majority of the Board of Directors at the first meeting. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that they are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of April, 2002.


PETER E. NEFSKY, INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

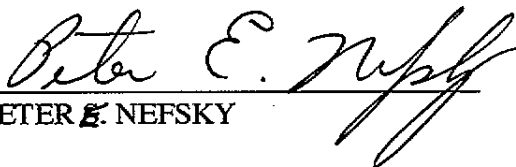
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ACCEPTANCE OF REGISTERED AGENT

Having been named herein as registered agent to accept service of process on behalf of corporation NEFSKY GROUP INTERNATIONAL, INC. at the address stated in the corporation's foregoing Articles of Incorporation, the undersigned agrees to act in such capacity and agrees to comply with Chapter 607.0505 of the Florida Statutes (1991).

DATED this 8 day of April, 2002.


PETER E. NEFSKY