

L & W MINISTRIES
330 OLIVE ROAD
PENSACOLA, FLORIDA 32514
(850) 232-0987 OR (850) 292 -3000
September 30, 2002

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

Attn: Processing Center

Re: Education Services, Inc.
Filing of Article of Incorporation

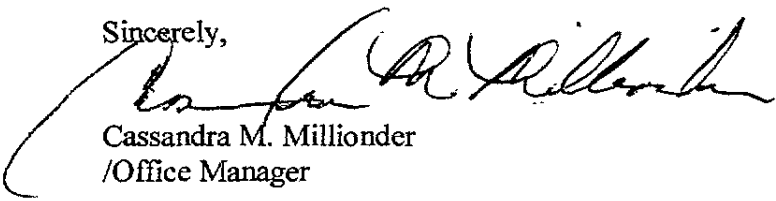
In regards to the above captioned, please find enclosed the original and two (2) copies of the foregoing mentioned documents to be filed according with the State of Florida Division of Corporation please return a certified seal copy of one (1) of the copies.

In addition, please find attached Check Number * 76224581158 in the amount of \$87.50 for the filing fees and certified sealed copy payable to the Division of Corporation.

We ask that you please process the enclosed documents accordingly and forward the certified sealed copy to the following entity: Education Services, Inc., C/O Cedric Langham, 3327 North "W" Street, Pensacola, Florida 32505

To assist in the expedition of this process, we have enclosed a self-address envelope for your convenience. Truly, we hope that you will find the enclosed documents to be in order. If there are any questions, please feel free to contact me immediately at (850) 292-3000. Thanking you in advance, we remain

Sincerely,



Cassandra M. Millionder
/Office Manager

cc: Cedric Langham, Vice-President



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 13, 2002

CASSANDRA M. MILLIONDER
L & W MINISTRIES
330 OLIVE RD.
PENSACOLA, FL 32514

SUBJECT: EDUCATION SERVICES, INC.
Ref. Number: W02000032481

We have received your document for EDUCATION SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 402A00061687

EDUCATION NEWS NETWORK SERVICES, INC.
3327 NORTH "W" STREET
PENSACOLA, ESCAMBIA COUNTY, FLORIDA 32505
(850) 434-7566

FILED
02 NOV 18 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
A Florida Nonprofit Incorporation

The Undersigned, majorities of whom are citizens of the United States desiring to form a Non-Profit Benefit Corporation under the Non-Profit Corporation Public Benefit Law of the State of Florida, do hereby certify:

ARTICLE I – Name of Corporation Education News Network Services, Inc.

The name of the Corporation shall be as follows: Education News Network Services, Inc.

ARTICLE II – Location of Principal Office

The place in this state where the principal office of the Incorporation shall be Located 3327 North "W" Street, Pensacola, Escambia County, Fl 32505.

ARTICLE III – Purpose

This Corporation, Education News Network Services, Inc., is a Non-Profit public Benefit and is not organized for the private gain of any person. The Corporation is organized under the Non-Profit Public Benefit Corporation Law, which is organized exclusively for charitable, religious, and educational purposes, to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of but shall not be limited to: Education Programs, Conflict Resolution, Job training, Job Placement, Land and Building Acquisition, Employment, Literacy programs, counseling, temporary shelter, teenage pregnancy, substance abuse awareness and prevention, tutoring, AIDS, elderly care, youth at risk and other programs to aid those in need including for such purposes, the making of distribution to organization that qualify as exempt organization under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code.

ARTICLE IV - Duration of Corporation

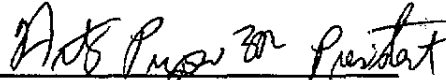
The term of existence of this Corporation is perpetual.


ARTICLE V – Classes of Members

The Corporation shall have no Members.

ARTICLE VI – Registered Office and Agent

The address of the initial Register Office of the Corporation is located at 3327 North “W” Street, Pensacola, Florida 32505. The name of the initial Register Agent of the Corporation is Cedric Langham. I, Cedric Langham hereby accept the responsible of being the Registered Agent of Records for Education Services, Inc. of Pensacola, Escambia County, Florida


Arto Pryor, Jr., President
I accept as Registered Agent


Cedric Langham, Register Agent
3327 North “W” Street
Pensacola, Florida 32505

Sr.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – Election of Board of Directors

There shall be at least Five (5) and not more than seven (7) members of the Board of Directors. The existing Board of Directors shall elected or appointed any members of this Board by a two-third major vote, and The Board of Directors shall appoint any and all Directors.

ARTICLE VIII – Change in Number of Board of Directors

A change in the number of Board of Directors of the Corporation shall be made only by Amendment to these Articles of Incorporation.

ARTICLE IX

The Names and addresses of the persons that are the initial Board of Directors of this Corporation are as follows:

1. Arto Pryor, Jr., President
3327 North "W" Street
Pensacola, Florida 32505
2. Cedric Langham, Vice-President
3327 North "W" Street
Pensacola, Florida 32505
3. Jewell Davis, Treasurer
3327 North "W" Street
Pensacola, Florida 32505
4. Tracie Ward, Secretary
3327 North "W" Street
Pensacola, Florida 32505
5. ~~Dominique Langham~~ ^{MAGGIE WITHECSPORN}, Director
3327 North "W" Street
Pensacola, Florida 32505

ARTICLE X - No Benefit to Private Persons or Political Activity

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. "Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree engage in an activities or exercise any powers that are not in furtherance of the purposes of the Corporation or by a Corporation

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.”

ARTICLE XI – Internal Affairs

The Internal Affairs of the Corporation shall be governed in accordance with the By-laws of this Corporation.

ARTICLE XII – Dissolution of Corporation

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the designated successor exclusively for the purposes of the Corporation in which it was organized, or to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall qualify as an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 30TH day of September, 2002. Stating that we members of the Board of Directors have read, approved, and adopted these Articles of Incorporation.

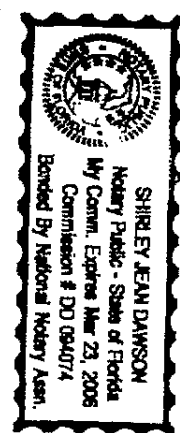
Arto Pryor
ARTO PRYOR, PRESIDENT

Cedric Langham Jr.
CEDRIC LANGHAM, VICE-PRESIDENT

Tracie Ward
TRACIE WARD, SECRETARY

Jewell Davis
JEWELL, DAVIS, TREASURER

Margo L. Witherspoon
TROMAINE LANGHAM, DIRECTOR
MARGO L, WITHERSPOON, DIRECTOR



Shirley Jean Dawson
SHIRLEY JEAN DAWSON, NOTARY PUBLIC