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EXPRESS

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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Directors United For Quality, Inc.

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Department of State 12/23/2002 9:35 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 23, 2002

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: DIRECTORS UNITED FOR QUALITY, INC.
REF: W02000035630

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

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ARTICLES OF INCORPORATION
OF THE
DIRECTORS UNITED FOR QUALITY, INC.

(A corporation not-for-profits)

The undersigned hereby certifies that the following are the Articles of Incorporation of Directors United for Quality, Inc., a Florida not-for-profit corporation (the "Corporation"), which:

ARTICLE I. NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation is Directors United for Quality, Inc. Its principal office and mailing address is 16237 SW 88th St. Miami, FL 33193

ARTICLE II. ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III. PURPOSE AND POWER

The purpose for which this Corporation is organized are:

A. Exclusively charitable, cultural, literary and educational within the meaning of S 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax Under Code S 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

i) To function as a day care, after school care, and also a kindergarten and elementary school for all children.

ii) To take the children to field trips and museums to expand their learning experience.

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iii) To raise funds to support the aforementioned activities for families that cannot afford to pay the regular school fees by obtaining government grants and aid, donations from private individuals, donations of money, property.

iv) To do all such acts as are necessary to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding treasury Regulation for an entity which qualifies under Code § 501(c)(3).

C) This Corporation is a not-for-profit corporation organized pursuant and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D) This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501(c)(3) and 170 (c)(2) as specified below.

E) No substantial part if the activity of the Corporation shall include or consist of the carrying on of propaganda or other wise to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate)

F) All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purpose, which at the time of such dissolution, qualify as an exempt organization under code 501(c)(3), 170 (c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the county of Miami Dade or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose, as said shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such member or for any other purpose.

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ARTICLE IV - TERM

The period of duration of the Corporation is perpetual unless dissolved according to law

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is Ilana N. Perez

14726-28 SW 56th St.
Miami, Fl 33185

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this Corporation

Ilana N. Perez
14726-28 SW 56th St.
Miami, Fl 33185

**ARTICLE VII MANNER IN WHICH THE BOARD OF DIRECTORS
ARE APPOINTED**

The manner in which the Board of Directors will appoint elected and hold office shall be as set forth in the by-laws of this Corporation.

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors, and the by-laws shall be hereby adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the by-laws shall be binding on all members of this Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

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ARTICLE X

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the by-laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

ARTICLE XI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the by-laws of the Corporation. The number of directors herein provided shall be set forth in the by-laws of the Corporation.

ARTICLES XII - MEMBERS

This Corporation shall have no capital stock. This corporation shall have members with such rights as provided in the by-laws of the Corporation.

IN WITNESS WHEREOF, The undersigned President of the Corporation have executed these Articles of Incorporation, this 29th day of June 2001.

ATTEST:

Directors United for Quality, Inc.

by:


Eliana N. Perez, Trustee

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STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized take acknowledgments in the state and county seats above, personally appeared Iliana N. Perez, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and the acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th. day of September 2002.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
ANTONIO GARCIA
COMMISSION # 0076226
EXPIRES 1/6/2003
BONDED THRU ASA 1-088-NOTARY1

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WRITTEN CONSENT BY THE MEMBERS
OF THE BOARD OF DIRECTORS OF
Directors United for Quality, Inc.

The undersigned, being the members of the Board of Directors of Directors United for Quality, Inc., a Florida corporation (the "Corporation"), does hereby consent to the following resolutions in accordance with Section 617.0821 of the Florida not-for-profit Corporation Act:

RESOLVED, that the Articles of the Incorporation of the Corporation be hereby entirely in accordance with the proposed Articles of Incorporation of the Corporation as attached hereto and incorporated herein;

FURTHER RESOLVED, any officer of the Corporation, acting singly on behalf of the Corporation, be and hereby is authorized and directed to execute and deliver such documents and to do or cause to be done such acts as any of them may deem necessary or appropriate in order to effectuate the foregoing resolution, including without limitation the filing of these Articles of Incorporation with the Secretary of State of Florida and the payment of all fees related thereto.

Date: September 26, 2002

Board of Directors:

By: [Signature]
Diana N. Perez
Trustee

By: [Signature]
Isabel Perez
Trustee

By: [Signature]
Mirrella Veres
Trustee

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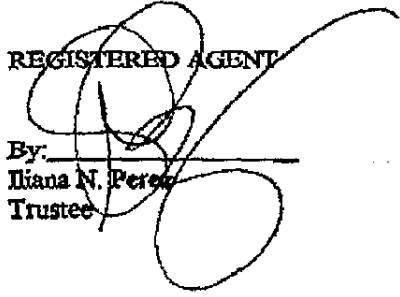
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Having been named the registered agent for Directors United for Quality, Inc. a not-for-profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT

By 
Mariana N. Perez
Trustee

Dated: September 26, 2002

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