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From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
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FLORIDA NON-PROFIT CORPORATION

Harlem Business Development College Book Foundation,

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FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

March 27, 2003

BLUMBERG EXCELSIOR CORPORATE SERVICES

SUBJECT: HARLEM BUSINESS DEVELOPMENT COLLEGE BOOK FOUNDATION, INC.
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ARTICLES OF INCORPORATION

OF

Harlem Business Development College Book Foundation, Inc.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is:

Harlem Business Development College Book Foundation, Inc.

ARTICLE II

The principal address of the corporation is:

1601 Kings Road, Jacksonville, Florida 32209

ARTICLE III

The purpose of the corporation is as follows:

*To solicit funds from the public and private sectors
As well as state and federal funding for the purpose
of helping minority students with books and related
materials who are attending traditional Black Colleges.*

*This effort is two folded, with the financial assistance
it will also encourage young Black students to stay in
college and obtain their "Degree" and not to be drop
outs due to costly books and related materials.*

*To have, in furtherance of its not-for-profit corporate purposes,
all of the powers conferred upon corporations organized under the
Florida not-for-Profit Corporation Act, subject to any limi-
tations thereof contained in these Articles of Incorporation or
under the laws of the State of Florida.*

*The general purposes for which this corporation is formed are to
operate exclusively for such scientific, educational and
charitable purposes as will qualify it as an exempt organization*

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under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE IV

The manner in which the directors of the corporation be elected shall be so stated in the By-laws.

ARTICLE V

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

*Angela Hughes
5000 San Jose Boulevard, #98
Jacksonville, Florida 32207*

*Delethia Marvin
103 Cooper Drive
Nyack, New York 10960*

*Sean Ridley
609 West 138th Street
New York, New York 10031*

ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

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No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for

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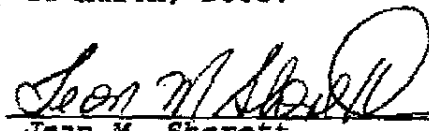
said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

The undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 2003.


Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212) 431-5000

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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

HARLEM BUSINESS DEVELOPMENT COLLEGE BOOK FOUNDATION, INC.

2. The name and address of the registered agent and office is:

**Dorothy P. Hughes
1601 Kings Road
Jacksonville, Florida 32209**

I, the undersigned 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 as registered agent.


Dorothy P. Hughes

Dated: March 25th, 2003

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