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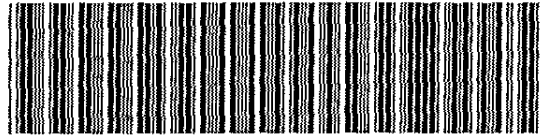
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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April 14, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Coalition on Black Civic Participation, Inc.

Dear Sir or Madam:

I am pleased to enclose two copies of the Articles of Incorporation for the "Florida Coalition on Black Civic Participation, Inc." Also enclosed is a check in the amount of \$70.00, made payable to "Department of State" and which represents payment in full of the filing fee for not-for-profit articles of incorporation. In addition, I have included a self-addressed stamped envelope that may be utilized to return the certificate/acknowledgement of incorporation for the "Florida Coalition on Black Civic Participation, Inc."

Please do not hesitate to contact me should you have any questions or concerns.

Sincerely,



Marquita K. Brooks

Attorney for the Florida Coalition on Black Civic Participation, Inc.

Enclosure

**ARTICLES OF INCORPORATION
OF
FLORIDA COALITION
ON BLACK CIVIC PARTICIPATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to Chapter 617.0202, F.S., of the Florida Nonprofit Corporations Act:

FIRST: The name of the corporation is FLORIDA COALITION ON BLACK CIVIC PARTICIPATION, INC.

SECOND: The period of duration is perpetual.

THIRD: The Corporation is organized exclusively for educational, scientific and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986, and to identify, investigate, research, define and assess the civic participation needs of the community, to receive donations and grants from any source and to invest the proceeds and/or expend such donations and/or the proceeds thereof for any of the purposes authorized by these Articles of Incorporation.

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, and other private individuals, or organizations organized and operated for a profit (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 as herein above stated). 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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. 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 provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

(a) by any organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3) of such Code; or

(b) by an organization, contributions to which are deductible under section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

FOURTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by Chapter 617.0202, F.S., of the Florida Nonprofit Corporations Act not within the scope of Article THIRD hereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and to be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease,

build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

FIFTH: The corporation shall not have members.

SIXTH: The corporation shall not be authorized to issue any capital stock.

SEVENTH: The manner of election or appointment of directors shall be provided in the Bylaws.

EIGHTH: The directors of the corporation shall have full authority, consistent with these Articles and the Bylaws of the corporation, to regulate the internal affairs of the corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

(b) a nonprofit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organization shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

NINTH: References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

TENTH: The address of the principal office of the corporation in the State of Florida is 218 Lime Avenue, Orlando, Florida 32805.

The name of the registered agent of the corporation at such address is Beverlye Neal.

ELEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

Name: Beverlye C. Neal
Address: 512 W. Canton Avenue
City: Winter Park, Florida 32789

Name: Dorothy Townsend
Address: 5705 NW 38th Street
City: Miami Springs, Florida 33166

Name: Kevin Seraaj
Address: 218 Lime Avenue
City: Orlando, Florida 32805

TWELFTH: The names and addresses of the incorporators are:

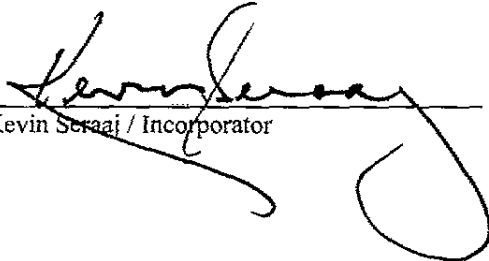
Name: Beverlye C. Neal
Address: 512 W. Canton Avenue
City: Winter Park, Florida 32789

Name: Kevin Seraaj
Address: 218 Lime Avenue
City: Orlando, Florida, 32805

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Beverlye Neal / Registered Agent

3/17/03
Date


Kevin Seraaj / Incorporator

3.17.03
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA