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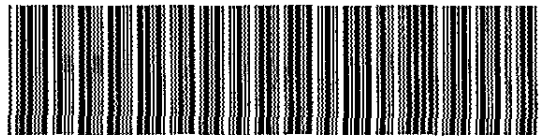
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JAMES M. GUEST, P.A.
CERTIFIED PUBLIC ACCOUNTANT

15600 S.W. 288 STREET - SUITE 201
HOMESTEAD, FLORIDA 33033
(305) 248-0861
Fax (305) 245-2326
June 2, 2003

50 KINDRED STREET- SUITE 201
STUART, FL 34994
(772) 286-9005
1-800-314-1019
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32319

RE: Articles of Incorporation
NMZ COMMUNITY RESOURCE CENTER, INC.-NOT FOR PROFIT

Dear Sir/Madam:

In reference to the above, please find enclosed original and one(1) copy of Articles of Incorporation to be filed with the Secretary of State, State of Florida. Also, enclosed is my check in the amount of 78.75 which represents \$35.00 for filing fee, \$35.00 for Registered Agent Fee, \$8.75. Please return the Certified copy of the Articles of Incorporation.

If you have any questions, please feel free to contact me.

Sincerely,

James M. Guest

JAMES M. GUEST, CPA

JMG/nsb
Enclosures

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ARTICLES OF INCORPORATION
OF
NMZ COMMUNITY RESOURCE CENTER, INC.

I, the undersigned, as proper a person acting as incorporator of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is: **NMZ COMMUNITY RESOURCE CENTER, INC.**

The principal address of the Corporation shall be: 461 NW 8TH AVENUE, FLORIDA CITY, FL. 33034.

ARTICLE II
ENABLING LAW

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

ARTICLE III
NATURE OF BUSINESS

The purpose for which this Corporation is organized are exclusively religious, charitable, cultural, scientific, and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code and the Regulations promulgated there under, including for such purposes of making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future federal tax

code, and principally to help plan, promote, develop, and any other way assist in the activities, events, for the educational tutorial program for the education of our youth and for the general good and welfare of the public, especially the citizens of Florida.

The Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise any property, tangible, or intangible, real or personal, or any undivided interest therein, without limitation as to the amount or value:
2. To contract for the operation or management of its projects.
3. To advertise and promote within or without the State as to the activities of the Corporation.
4. To sell, convey, assign, mortgage, encumber, pledge or otherwise dispose of or alienate any property, real or personal, tangible or intangible, and to invest or reinvest, or deal with the principal thereof, or the income there from in such manner as in the judgment of the Corporation's Board of Directors, will best promote the purpose of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto.
5. To receive income from various sources, including public and private grants, fees, rent, loans, and any other appropriate source determined to be necessary to carry out the purposes of this Corporation. To determine the best use of those receipts through preparation of annual

budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted. No dividends, or part of any income shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation except for salaries for hired staff and professional assistance from the receipt of the Corporation.

6. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit under the statutes of the State of Florida, provided however, that this Corporation is not empowered to engage in any activity that in itself is not furtherance of its purposes as set forth above.

7. To the extent permitted by law, to exercise its rights, powers and privileges by holding meetings of its members and Board of Directors, having one or more offices, by employing personnel and by establishing branches, subdivisions and agencies, in any part of the world.

ARTICLE IV **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE V **REGISTERED AGENT**

The Registered Agent and the street address of the initial registered and principal

office of this Corporation in the State of Florida shall be:

**JAMES M. GUEST
JAMES M. GUEST, CPA, P.A.
15600 SW 288TH STREET
SUITE 201
HOMETEAD, FL. 33033**

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and affairs conducted by the Board of Directors. The number of Directors shall be set forth in the By-Laws of the Corporation, provided however, that except for the initial Board of Directors shall be as set forth below there shall never be fewer than three (3) members on the Board of Directors. The name and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are:

**LARRY FERGUSON 461 NW 8TH AVENUE
FLORIDA CITY, FL. 33034**

**PHILLIP RUSSELL 461 NW 8TH AVENUE
FLORIDA CITY, FL. 33034**

**JOSEPH FERGUSON 461 NW 8TH AVENUE
FLORIDA CITY, FL. 33034**

**FERNELLA PETERS 461 NW 8TH AVENUE
FLORIDA CITY, FL. 33034**

The above named individuals shall serve as the initial Board of Directors for a period of

ninety (90) days after the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared by the above incorporators or other working with or familiar with the new corporation, consistent with the By-Laws and objectives for skill and experience, and shall be submitted to the Board of Directors for approval.

ARTICLE VIII
INCORPORATOR


The name and address of each incorporator is: **JOSEPH FERGUSON, 461 NW 8TH AVENUE, FLORIDA CITY, FL. 33034.**

ARTICLE IX
INITIAL OFFICERS

The person or persons named below as Initial Officers shall hold their respective office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

PRESIDENT	LARRY FERGUSON
VICE PRESIDENT	PHILLIP RUSSELL
TREASURER	FERNELLA PETERS
SECRETARY	JOSEPH FERGUSON

N WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 2nd day of June, 2003.


JOSEPH FERGUSON, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI DADE)

BEFORE ME, a Notary Public, personally appeared, JOSEPH FERGUSON, known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in Miami-Dade County, Florida, this 2nd day of June, 2003.

Nancy S. Boone
NOTARY PUBLIC, State of Florida

My Commission expires:

(SEAL)



Nancy S. Boone
My Commission DD213567
Expires May 18, 2007

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance
with said Act:

NMZ COMMUNITY RESOURCE CENTER, INC., Inc. desiring to organize
under the laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation at Florida City, County of Miami Dade, State of Florida, has appointed, JAMES
M. GUEST, JAMES M. GUEST, CPA, P.A. 15600 SW 288TH STREET, SUITE 201,
HOMESTEAD, FLORIDA, 33033 , as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.

Dated this 2nd day of June, 2003.

JAMES M. GUEST

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