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PICK-UP WAIT MAIL

(Business Entity Name)

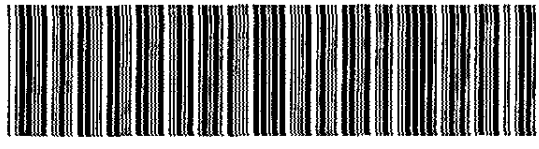
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Pumps, Pearls, And Portfolios, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sharon Kendrick-Johnson
Name (Printed or typed)

6200 SW 62nd Place
Address

South Miami, FL 33143
City, State & Zip

305-349-1430
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

For

Pumps, Pearls, and Portfolios

The undersigned incorporator, in order to form a corporate entity Pursuant to Chapter 617.0202, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Pumps, Pearls, and Portfolios, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6200 SW 62nd Place, South Miami, Florida 33143.

ARTICLE III PURPOSE

The Corporation is organized exclusively for the charitable and educational purposes of providing a continuum of services to low-income mothers, grandmothers, the homeless, HIV clients, and teens who are victims of substance abuse, mental health, and domestic violence, who need to get into the workforce to provide for themselves and family; to offer classes in daily living skills, career coaching, and leadership skills in an effort to overcome barriers to employment which may be plagued by substance abuse, mental health, and domestic violence; to act as a source of referral to employment agencies and provide job search assistance; to provide the mothers with employee counseling for job retention; to coordinate and work with service providers to improve the victim's access to treatment if needed through assessment and referral, GED preparation, and smoking cessation; to provide clothing, and shoes for job searches and employment; to coordinate activities with corresponding agencies in an effort to maintain a continuum of service delivery; to provide available computers to eligible women for job searches in their homes. To end the dependence of needy parents on government benefits by promoting job preparation and readiness.

ARTICLE IV POWERS

In furtherance thereof, for and on behalf of Pumps, Pearls, and Portfolios:

1. To adopt bylaws for the administration of the corporation; and to amend the same from time to time in the manner provided therein; provide, no bylaw or amendment thereto may be contrary to or inconsistent with the purposes of the corporation as herein set forth, nor with any provisions of these Articles of Incorporation.
2. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor intervening in any political campaign on behalf of any candidate for public office. No part of the income or property of this corporation shall inure to the benefit of, or be distributed to, its members, directors or officers, except for reasonable compensation for services actually rendered in carrying on the work of the corporation.

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TALLAHASSEE, FLORIDA

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3. To rent, lease or otherwise acquire buildings, facilities, or remodel buildings and facilities to be used for the educational and charitable purposes herein specified, and to purchase or acquire equipment incidental or necessary for use in such facilities.
4. To provide and finance such professional staff and other staff as may be necessary, in the opinion of the Directors,
5. In the event of dissolution of this corporation, or if for any reason the purposes of this corporation should become impossible of performance, all assets remaining after all liabilities and obligations of the corporation have been paid, satisfied and discharged, or adequate provision made, shall be distributed to one or more organizations organized of the same and operated for similar exempt purposes or for other purposes within the purview of Section 501©(3) of the 1954 Internal Revenue Code, or such Section as it may be amended, or a corresponding provision of a prior law, or to the Federal, state, or local government for a public purpose.

ARTICLE V MANNER OF ELECTION

The management of the corporation shall be vested in a Board of Directors. The numbers of persons constituting the Board shall be fixed by the Bylaws to be adopted at the first meeting of the Board of Directors, and may be altered by amending the Bylaws. The Bylaws shall also fix the term of office and qualifications of the Board members. The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's Bylaw's. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI INITIAL DIRECTORS AND/OR OFFICERS

The number of Directors constituting the first Board of Directors is four (4), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are selected and qualified, are:

Sandra Hudnell – President of the Board
1203 Westchester Drive East
West Palm Beach, Florida 33417

Regina Wilson – Secretary
16520 NW 21st Avenue
Miami, Florida 33054

Hans Stephen – Treasurer
401 NW 2nd Avenue, N826
Miami, Florida 33128

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The location of the registered agent shall be:
Sharon Kendrick-Johnson, 6200 SW 62nd Place, South Miami, Florida 33143.

ARTICLE VIII LIMITATIONS

This corporation shall have no capital stock and no part of the net earnings of this corporation shall incur in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other an organization which is exempt from federal income taxation under

Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

In furtherance thereof, no (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts of obligations of this corporation.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:
Sharon Kendrick-Johnson 6200 SW 62nd Place South Miami, Florida 33143

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.

Sharon K. Johnson
Signature/ Registered Agent

2-27-04
Date

Sharon K. Johnson
Signature/Incorporator

2-27-04
Date

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