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Division of Corporations Page 1 of 1

Florida Department of State
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TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 373-7718

FLORIDA NON-PROFIT CORPORATION

THE NEW UNDERGROUND RAILROAD LEARNING INSTITUTE, INC.

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

THE NEW UNDERGROUND RAILROAD LEARNING INSTITUTE, INC..

ARTICLE I - NAME

The name of this corporation is:

THE NEW UNDERGROUND RAILROAD LEARNING INSTITUTE, INC.

ARTICLE II - PRINCIPAL OFFICE/ADDRESS

The address of the Principal Office of the Corporation is:

14411 COMMERCE WAY
SUITE 320
MIAMI LAKES, FL 33016

The mailing address of the Corporation is:

14411 COMMERCE WAY
SUITE 320
MIAMI, FL 33016

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is:

To develop and provide educational programs and materials in the areas of financial planning, estate planning, money management and entrepreneurship to schools, churches, business organizations, civic organizations, government agencies, community organizations and individuals

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The initial members of the Board of Directors are appointed by the incorporator and will serve as Directors for a period of ten years. The number of directors and officers may be either increased or decreased from time to time as provided in the By-laws but shall never be less than five members. Following the appointment of the initial Board of Directors subsequent Directors will be elected by a majority vote of the then current board of directors.

ARTICLE V - INITIAL DIRECTORS AND / OR OFFICERS

The names and addresses of the initial Directors of this Corporation are:

ROBERT HENDERSON, JR. - CHAIRMAN
14411 COMMERCE WAY, SUITE 320
MIAMI LAKES, FL 33016

PAUL LEWIS - VICE CHAIRMAN
10351 SW 9TH LANE
PEMBROKE PINES, FL 33025

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JONATHAN R. BLACK, ESQ. - SECRETARY
1119 E. TROPICAL WAY
PLANTATION, FL 33317

ELAINE H. BLACK - TREASURER
1119 E. TROPICAL WAY
PLANTATION, FL 33317

RICKY NORRIS - DIRECTOR
3009 NW 51ST TERRACE
MIAMI, FL 33142

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and Florida Street address of the registered agent is:

JONATHAN R. BLACK
14411 COMMERCE WAY
SUITE 320
MIAMI LAKES, FL 33016

ARTICLE VII - INCORPORATOR
The name and address of the Incorporator is:

ROBERT HENDERSON, JR.
14411 COMMERCE WAY
SUITE 320
MIAMI LAKES, FL 33016

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF
INCORPORATION this 16 day of July, 2004


ROBERT HENDERSON, JR.
INCORPORATOR-DIRECTOR

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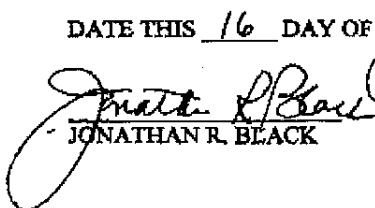
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **THE NEW UNDERGROUND RAILROAD LEARNING INSTITUTE, INC.** at the place designated in the articles of Incorporation, JONATHAN R. BLACK is familiar with and hereby agrees accept the appointment as registered agent and to act in this capacity until such time as he shall notify the Corporation of his resignation.

DATE THIS 16 DAY OF July, 2004


JONATHAN R. BLACK

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