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TRANSMITTAL LETTER

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

SUBJECT: ReThink and ReUse Center, 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: Michele W. Rosen
Name (Printed or typed)

7240 SW 60th St.
Address

Miami, FL 33143
City, State & Zip

305-669-6782
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
FOR
ReThink and ReUse Center, Inc.**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a Not-for-Profit corporation without stock in compliance with Chapter 617, Florida Statutes (F.S.)

**ARTICLE I
NAME**

The name of this Corporation is ReThink and ReUse Center, Inc. (hereafter referred to as the Corporation).

**ARTICLE II
COMMENCEMENT and DURATION**

This Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

**ARTICLE III
PURPOSE**

The purpose of this Corporation is to operate exclusively for literary, educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United State Internal Revenue Code.

**ARTICLE IV
MANNER OF ELECTION**

The initial Board of Directors of the Corporation shall consist of not fewer than three (3) or more than fifteen (15) Directors. The number of Directors shall be prescribed in the By-Laws and may be changed from time to time. The manner of electing or appointing Directors shall be provided for in the By-Laws of the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V
DIRECTORS

The names and address of the persons who shall serve as Directors until the organization meeting or until successors have been elected and qualified are as follows:

David Sheinheit
Smith Barney citigroup
Citigroup Global Markets Inc.
20801 Biscayne Blvd
Suite 202
Aventura, Florida 33180

Marisel Elias-Miranda, Ed.D
MDCPS
1500 Biscayne Blvd.
Suite 300
Miami, Florida 33132

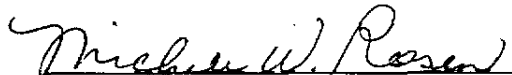
Ann Machado
Creative Staffing
7700 North Kendall Dr.
Suite 300
Miami, Florida 33156

ARTICLE VI
INITIAL OFFICES

The initial street and mailing address for the principal place of business of the Corporation is 7240 S.W 60th Street, Miami, Florida 33143.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

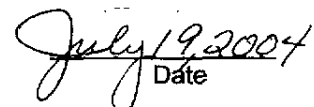
The name of the initial registered agent is Michele W. Rosen and the address of the initial registered office where the registered agent is located at 7240 S.W. 60th Street, Miami, Florida 33143.


Michele W. Rosen

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator shall be:
Michele W. Rosen
7240 S.W. 60th Street
Miami, Florida 33143


Michele W. Rosen, Incorporator


Date

ARTICLE IX
LIMITATION OF POWERS

A. No part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United State Internal Revenue Law.

B. No part of the net earning of the Corporation shall inure to the benefit of or be distributed to its trustees, officers or other private persons, 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 set forth in Article III hereof.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer, director, and officer to the full extent permitted by law.

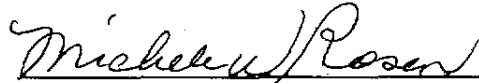
ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall only be made in the manner set forth in the by-laws.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization, or organizations, organized and operated exclusively for charitable, education, literary, religious or scientific purposes which are themselves an exempt organization, or organizations, under Section 501 (c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law or to the federal government or state or local government for an exclusive public purpose, as the Board of Directors shall determine.

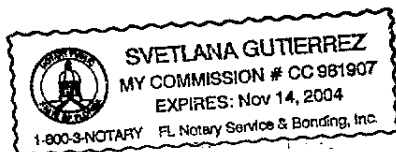
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Miami, Florida the 19th day of July 2004.


Michele W. Rosen, Incorporator


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Michele W. Rosen to me known to be the person described in the foregoing Articles of Incorporation and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation and that she did not take any oath.

WITNESS my hand and official seal in the County and State aforesaid the 19th day of July 2004.



(NOTARIAL SEAL)


Name, Notary Public
State of Florida at Large
My Commission Expires:


**CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE BY REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0505, Fla. Stat., the undersigned corporation organized under the laws of the State of Florida submits the following statement of Registered Agent/Registered Office in the State of Florida.

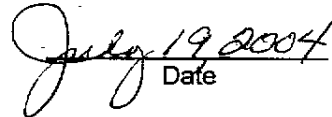
- (1) The name of the corporation is ReThink and ReUse Center, Inc.
- (2) The name and address of the registered agent and office is:
Michele W. Rosen
7240 S.W. 60th Street
Miami, Florida 33143

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.


Signature/Registered Agent: Michele W. Rosen


Date


Signature/Incorporator: Michele W. Rosen


Date

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CLERK OF COURT