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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

FRIENDS OF MIAMI-DADE URBAN DEBATE LEAGUE, INC.

D. WHITE MAY 23 2005

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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF MIAMI-DADE URBAN DEBATE LEAGUE, INC.  
(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I.  
NAME**

The name of this corporation shall be Friends of Miami-Dade Urban Debate League, Inc. (hereinafter called the "Corporation").

**Article II.  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office of the Corporation is 1221 Brickell Avenue, Miami, FL 33131 and the mailing address is P.O. Box 43-0817, South Miami, FL 33243-0817.

**Article III.  
PURPOSE**

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

**Article IV.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Richard G. Garrett.

**Article V.  
BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the initial directors are:

|                    |  |
|--------------------|--|
| Richard G. Garrett | 1221 Brickell Avenue, Miami, Florida 33131           |
| Barbara Garrett    | 301 Casuarina Concourse, Coral Gables, Florida 33143 |
| Elliot H. Scherker | 1221 Brickell Avenue, Miami, Florida 33131           |

|                      |   |
|----------------------|---|
| Karen Gottlieb       | 3700 Hibiscus Street, Coconut Grove, FL 33131         |
| Stuart Singer        | 16021 D'Alens Drive, Delray Beach, FL 33446-9559      |
| Edward Shohat        | 9260 SW 101 <sup>st</sup> Street, Miami, FL 33176     |
| Maria Shohat         | 9260 SW 101 <sup>st</sup> Street, Miami, FL 33176     |
| David A. Coulson     | 1221 Brickell Avenue, Miami, Florida 33131            |
| Debra Frank          | 60 Edgewater Drive, Coral Gables, FL 33131            |
| Clifford A. Schulman | 1221 Brickell Avenue, Miami, Florida 33131            |
| Joel Perwin          | 169 E. Flagler Street, Ste 1422, Miami, FL 33131-1212 |

**Article VI.**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

**Article VII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Richard G. Garrett, 1221 Brickell Avenue, Miami, Florida 33131.

**Article VIII.**  
**DURATION OF CORPORATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**Article IX.**  
**DISSOLUTION**

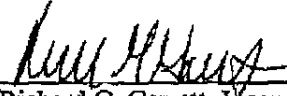
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

**Article X.**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for

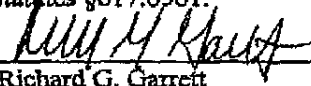
public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19 day of May, 2005.

  
Richard G. Garrett, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Friends of Miami-Dade Urban Debate League, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.

  
Richard G. Garrett

Dated: May 19, 2005

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TALLAHASSEE, FLORIDA