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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION
EVERYBODY WINS! SOUTH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

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

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be:

Everybody Wins! South Florida, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6630 SW 70 Lane
Miami, Florida 33143

ARTICLE III
PURPOSE and DURATION

The purpose for which the corporation is organized is:

To increase literacy among elementary school students and such other activities
which are consistent with a nonprofit corporation in the state of Florida.

The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; not shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

The period of duration is perpetual.

Prepared by:
Law Office of Richard L. Katz
Florida Bar No. 206221
6630 SW 70 Lane
South Miami, FL 33143
Phone: 305-443-6272
Fax: 305-444-1962

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ARTICLE IV
DIRECTORS

The initial Directors shall be:

Julie N. Katz
6630 SW 70 Lane
Miami, FL 33143

Robert C. Maland
One Datan Center, Suite 1710
Penthouse One
9100 South Dadeland Blvd.
Miami, Florida 33156

Mirta Segredo
Palmetto Elementary School
12401 SW 74th Avenue
Miami, Florida 33156

The manner in which successive directors are to be elected or appointed is as stated in the bylaws.

ARTICLE V
BY-LAWS

The By-Laws shall be adopted by the initial Directors and as thereafter amended in accordance with the provision in the By-Laws for amendment.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

Richard L. Katz
6630 SW 70 Lane
Miami, FL 33143

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Julie N. Katz
6630 SW 70 Lane
Miami, FL 33143

ARTICLE VIII
AMENDMENTS

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation).
Articles of Amendment must be adopted in accordance with Florida Law.

ARTICLE IX
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE X
DISTRIBUTION OF ASSETS

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 nonprofit fund, foundation or corporation organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

TOTAL P.05

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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

2/21/06
Date



Signature/Incorporator

2/21/06
Date

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