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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

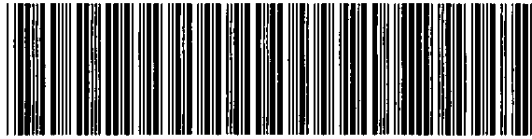
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11-30-07

COVER LETTER

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

SUBJECT: Juvi Last Chance, 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: DR. Ayesha McClain
Name (Printed or typed)

1745 NW 32 St
Address

miami FL 33142
City, State & Zip

786-273-0294
Daytime Telephone number

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

ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation
Under the **Florida Not for Profit Corporation Act**, In compliance with
Chapter 617, F.S.

ARTICLE I NAME

The name of the corporation shall be:

JUVI LAST CHANCE, INC.

ARTICLE II PRINCIPAL OFFICE

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

1745 NW 32 St. Miami, Fl 33142

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To change & save Juvenile Offenders lives. Resiliency is enhanced through values and philosophies taught through Restorative Justice Programs providing Juvenile Offenders with legal assistance, mentoring programs, Religious counseling for offenders and their parents, Alcohol and Drug Abuse counseling along with Drug Prevention program, Hiv/Aids awareness classes, continued education programs to help complete high school or acquire GED and prepare for vocational trade school or college, medical care, housing, Job placement or Entrepreneurial Classes for offenders ages 18-21 to prepare them to start their own businesses.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501C(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 thereof. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate 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 (a) by a corporation exempt from federal income tax under section 501C (3) of the Internal

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Revenue Code , or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170C(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501C(3) of the Internal Revenue Code, Or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed is:

Directors are elected by voluntary placement at the annual meeting.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Dr. Ayesha McClain, President
1745 N.W. 32 St
Miami, Fl 33142

Tanaka Stringer, Director
2461 NW 170 St
Miami, Fl 33056

Dr. Valencia Brinson, Director
217 Camilla Dr
Quincy, Fl 32351

Dr. Emanuel Obiesie, Director
2745 NW 131 St
Miami Fl 33054

Bishop John Wilson, Director
1031 NW 62 St
Miami, Fl 33147

Dr. John Williams, Director
2218 NW 166 St
Miami Fl 33056

Dr. Oliver Anam, Director
1275 NE 167 St
Miami, Fl 33167

ARTICLE VI INTIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box Not acceptable) of the registered agent is:

Dr. Ayesha McClain
1745 N.W. 32 St.
Miami, Fl 33142

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Dr. Ayesha McClain
1745 N.W. 32 St.
Miami, Fl 33142

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.

Dr. Ayesha McClain
Signature/Registered Agent

11-27-07
Date

Dr. Ayesha McClain
Signature/Registered Agent

11-27-07
Date