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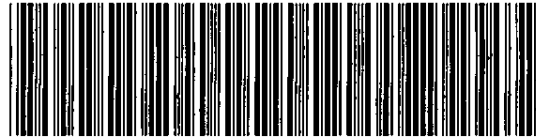
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 SEP 10 AM 10:00

APPROVED
AND
FILED

B. McKnight SEP 11 2008

ANNMARIE A. CLINTON
9601 NW 72 Street
Tamarac, Florida 33321
E-Mail Address: luvnlyurs@hotmail.com

September 8, 2008

Via U.S. Mail

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

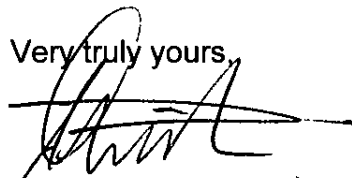
RE: Incorporation of AnAliyah For Kidz Foundation, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of our Articles of Incorporation for the above-mentioned corporation. Also enclosed please find check no. 1118 in the amount of \$78.75 to cover the cost of filing same. Please return a certified copy of the Articles to my office.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



ANNMARIE CLINTON

Enclosures

**ARTICLES OF INCORPORATION
OF
ANALIYAH FOR KIDZ FOUNDATION, INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION:

The name of the corporation is ANALIYAH FOR KIDZ FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE:

The principal office of the corporation is located at 9601 NW 72 Street, Tamarac, FL 33321.

ARTICLE III - MAILING ADDRESS:

The mailing address of the corporation is 9601 NW 72 Street, Tamarac, FL 33321.

ARTICLE IV - REGISTERED AGENT:

The name of the registered agent of the corporation is Annmarie Clinton. The address of this registered agent is 9601 NW 72 Street, Tamarac, FL 33321.

ARTICLE V - DURATION/MEMBERSHIP:

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

ARTICLE VI - MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

ARTICLE VII - INITIAL DIRECTORS AND/OR OFFICERS

President/Treasurer/Director	-	Annmarie Clinton
Secretary/Director	-	Alison Smith
P.R.O./Director	-	Arlene Williams

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII - INCORPORATORS:

The name and address of the incorporator is: Annmarie Clinton, 9601 NW 72 Street, Tamarac, FL 33321.

ARTICLE IX - CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively educational and charitable and consist of the following:

1. To provide athletic, recreational, and educational opportunities to any child and relief to the poor, the distressed, the deprived and the underprivileged.

2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.

3. Included among the educational and charitable purposes for which the Corporation is organized, this Corporation shall provide community wide deprived kids and adolescents with a panel of life coaches and positive role models that will influence moral values, ethics, family values and self worth through mentorship. In addition, exposure to new and positive environs and experiences will widen horizons from hostility, bad customs and negative mentalities, by means of motivational conferences and workshops, educational field trips and spiritual uplifting retreats.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 by his 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 of administrators) may be entitled apart from this Article.


Signature/Incorporator

EXECUTION


September 8th, 2008
Date

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ANNMARIE CLINTON who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

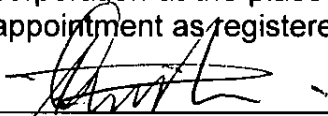
WITNESS my hand and official seal in the County and State last aforesaid this 8th day of September, 2008.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
 Opal P. Lee
Commission #DD535569
Expires: APR. 07, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

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

September 8th, 2008
Date

APPROVED
AND
FILED
08 SEP 10 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA