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SECURITY DIVISION
TALLAHASSEE, FLORIDA

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Coral Gables, Florida 33134
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February 20, 1995

Doris McDuffie,
Corporate Specialist Supervisor
Florida Department of
State Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


RE: Model Cities Administering Board Models Inc.
Reference No.: W95000003088

Dear Ms. McDuffie,

This responds to your letter of February 9, 1995 regarding the incorporation of Model Cities Administering Board, Inc. Pursuant to your letter, please note that Article 6 now contains the language "provisions for the appointment and election of directors is to be provided in the bylaws of this corporation".

Should you have any further questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


O. Frank Valladares
OFV/mhg
cc: Lottie Hines



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

O. FRANK VALLADARES
ATTORNEY AT LAW
2151 LEJEUNE ROAD SUITE 310
CORAL GABLES, FL 33134

SUBJECT: MODEL CITIES ADMINISTERING BOARD, INC.
Ref. Number: W95000003088

We have received your document for MODEL CITIES ADMINISTERING BOARD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 595A00005918

FILED

95 FEB 24 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MODEL CITIES ADMINISTERING BOARD, INC.
A FLORIDA NON-PROFIT CORPORATION**

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation such corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Shall be: MODEL CITIES ADMINISTERING BOARD, INC. The principal place of business of this corporation shall be: 5400 N.W. 22 Avenue, Miami, FL 33142.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS**

This non-profit corporation is being created to provide citizen participation at all levels of government for residents of the Model Cities area in Dade County, Florida.

**ARTICLE IV
PURPOSES**

To promote participation at all levels of government for residents of the Model Cities area in Dade County. To provide recommendations of policies and procedures for the Model Cities Administering Board and task force for successful citizen participation in making plans for improvement of the Model Cities community in Dade County, Florida.

**ARTICLE V
MEMBERS**

Provisions for qualifications of members and the matter for their admission is to be provided in the by-laws of this corporation.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors will consist of Four (4) Members:

| NAME | ADDRESS |
|--|---|
| President Lottie Hines | 7631 N.W. 41 Street Miami, FL 33055 |
| Executive Vice-President Otis Williams | 1305 N.W. 53 Street Miami, FL 33142 |
| Chairman Elijah Mills | 4020 N.W. 197 Street Miami, FL 33169 |
| Secretary Robin Monaji | 1136 Jann Avenue Opalocka, FL 33054 |

Provisions for the appointment and election of Directors is to be provided in the by-laws of this corporation.

**ARTICLE VII
NON-PROFIT CORPORATION**

This Corporation is organized under a non stock basis. This corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization except from Federal or State income taxes and to which contributions are deductible from Federal or State income taxes.

In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

**ARTICLE VIII
INCORPORATORS**

The name and addresses of each incorporator is:

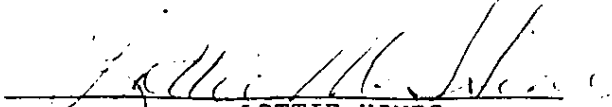
| NAME | ADDRESS |
|--------------|--|
| Lottie Hines | 7631 N.W. 41 Street Miami, FL 33055 |

**ARTICLE IX
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the corporation is: O. Frank Valladares, 2151 LeJeune Road, Suite 310, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17 day of January, 1995.

**SIGNATURE
SIGNATURE OF INCORPORATORS**


LOTTIE HINES

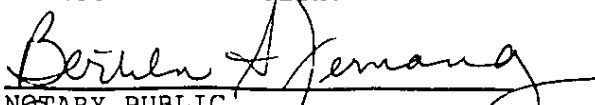
ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED JANUARY 17th, 1995.


O. FRANK VALLADARES

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING, instrument was acknowledged and sworn to before me this 19 day of January, 1995 by O. Frank Valladares who is personally known to me, or () who produced a Florida driver's license as identification and who did not take an oath.


NOTARY PUBLIC
Bertila S. Fernandez
Printed Name of Notary

My commission Expires:



OFFICIAL SEAL
Bertila Soto Fernandez
My Commission Expires
April 27, 1997
Comm. No. CC 280739