

N 96000000310

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: The Optimist Network
Group, Inc. ~~20001689982~~

SECO. OFFICE OF DISBURSED
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☐ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☒ Foreign Corp. File _____
☐ () Cert. Copy(s) _____
☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....
 \$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 1/17 _____
 TIME 11:00 _____ CK No. _____
 BY NC _____

WALK-IN _____
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

96-1239
 1/17/96
 11/17/96

RECEIVED
 96 JAN 16 PM 3:40
 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RECEIVED
96 JAN 19 AM 8:16
DIVISION OF CORPORATION

January 18, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: THE OPTIMIST NETWORK GROUP, INC.
Ref. Number: W96000001339

We have received your document for THE OPTIMIST NETWORK GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00002225

CORRECTED

FILED

96 JAN 19 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE OPTIMIST NETWORK GROUP, INC.,

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is THE OPTIMIST NETWORK GROUP, INC.,

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Director or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The period of the corporation's duration shall be perpetual unless dissolved according to law.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are:

1. Charitable and educational within the meaning of section 501(c)(3) and 509(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
2. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) and 509(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
3. Provide after school tutoring services to children.

4. Provide program for children where they receive counseling on self-respect, self-esteem.
5. Provide program for children where they vent out their frustrations, fears and help them to cope.
6. Create a mentor program for children.
7. Provide after school activities for children.
8. To act as an advocate for minority owned businesses to ensure participation in contracts awarded throughout the State of Florida and internationally.
9. To engage in the redevelopment of community housing.
10. To maximize and inform the minority community of opportunities available.
11. To conduct workshops that would inform and provide support of minority businesses.
12. To encourage overall minority participation with emphasis on youth in the community.
13. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to amount or value, and to hold, invest, re-invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
14. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall

inure to the benefit of or be distributable to its Members, Director or Officers, but 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 IV (Purposes) hereof.

ARTICLE VI. MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Members is as follows:

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office are as follows:

Registered Agent:	Anne G. Telasco, ESQ.
Initial Office Address:	7320 Biscayne Blvd. Miami, Fl. 33138

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number constituting the initial Board of directors shall be ten. The number of directors may be increased or decreased from time to time in accordance Voting Members shall elect the directors annually. The Bylaws may provide for ex-official and honorary Director, and their rights and privileges.

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a

President, Vice-President, Second Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Director (and may be removed by the Board of Director) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X. INCORPORATORS

The names and addresses of each Incorporator is as follows:

- 1) SEGUNDO R. PADILLA
1395 N.W. 167th Street, Suite 205
Miami, Florida 33169
- 2) ANNE G. TELASCO
7320 Biscayne Blvd.
Miami, Florida 33138

ARTICLE XI. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Director, and may be altered, amended or rescinded by the Board of Director.

ARTICLE XII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Director and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and

Trustee, including former Officers and Director, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Director, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

~~ARTICLE XV. COMMENCEMENT OF CORPORATE EXISTENCE~~

~~In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.~~

ARTICLE XVI. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XVII. PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business are:

P & J BROKERS, INC.
1395 N.W. 167th Street, Suite 205
Miami, Florida 33169

ARTICLE XVIII. DISSOLUTION

In the event of Dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 50(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.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 2nd day of January 1996

SEGUNDO R. PADILLA

ANNE G. TELASCO

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SEGUNDO R. PADILLA and ANNE G. TELASCO, who after first being duly sworn, depose and say, under oath, that they are the incorporators named in the foregoing Articles of Incorporation, that they have read the Articles of Incorporation, and they executed the same freely and voluntarily and for the uses and purpose therein described.

The foregoing instrument was acknowledge before me this

2nd day of January, 1996, SEGUNDO R. PADILLA and ANNE G. TELASCO, who produced their current Florida Driver's Licenses as identification.

My commission expires:

OFFICIAL NOTARY SEAL
HULDA O ESTAMA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC489228
MY COMMISSION EXP. AUG. 17, 1999

[Signature]
Signature of Notary

Hulda O. Estama
Name of Notary

FILED

96 JAN 19 AM 8:51

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, Florida
statutes (1979), the following is submitted.

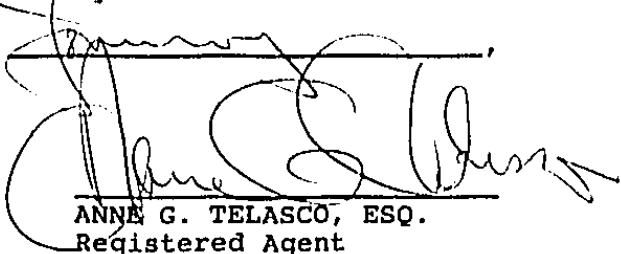
1. That THE OPTIMIST NETWORK GROUP, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business at Miami, Dade County, Florida has appointed ANNE G. TELASCO, ESQ. as its Registered Agent to accept Service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to
comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

DATE this 21 day of January,
1996.


ANNE G. TELASCO, ESQ.
Registered Agent