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P CORPORATION FROM TRACY LIME INC.
STATE 1385 NW 2111
MIAMI FL 33054-34-
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(((H96000005040))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: NORTH DADE ACADEMY CORPORATION

FAX AUDIT NUMBER: H96000005040

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**ARTICLES OF INCORPORATION OF
NORTH DADE ACADEMY CORPORATION
FLORIDA NOT FOR PROFIT CORPORATION**

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

ARTICLE I. NAME

EFFECTIVE DATE
4-4-96

The name of the corporation shall be **North Dade Academy Corporation**

The principal address of the corporation at the time of incorporation is 13850 NW 26th Avenue, Miami, Florida 33054, County of Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the 4th Day of April, 1996.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: to conduct or financially support revenue generating business with the purpose of training of individual for the purpose of improving and developing his/her capabilities.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c) (3) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

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ARTICLE V. REGISTERED OFFICE AND REGISTERED

The street address of the corporation's initial registered office is 13850 NW 26th Avenue, Miami, Florida 33054, County of Dade, Florida, and the name of the corporation's initial registered agent at such address is Jeromo Mercer.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Jeromo Mercer	17031 SW 142nd Place Miami, Florida 33177
Joyce Mercer	17031 SW 142nd Place Miami, Florida 33056
Stephen Butterfield	3251 NW 171st. Street Miami, Florida 33056
Sharon Butterfield	3251 NW 171st. Street Miami, Florida 33056

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis. This corporation is not for profit corporation as defined by members of the corporation.

The Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

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PREPARED BY:

D. FI

13850 N.W. 26AVE

Miami, FL 33054

(755) 1687-1163

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ARTICLE IX. INCORPORATORS

The name and address of the incorporator are as follows:

NAME	ADDRESS
Jerome Mercer	17031 SW 142nd Place Miami, Florida 33177
Stephen Butterfield	3251 NW 171st. Street Miami, Florida 33056
Joyce Mercer	17031 SW 142nd Place Miami, Florida 33177
Sharon Butterfield	3251 NW 171st Street Miami, Florida 33056

ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participation for fee, the net proceeds if any, attributable to such participation by nonmember will be paid over to an organization that is exempt from federal income tax under the Section 501 (c) (3) of the internal revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all members of this corporation.

ARTICLE XII AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendment may be adopted by a vote of at leased two-thirds of quorum of the voting .

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D. F. L.
13850 N.W. 26 AVE
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ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

Name

Jerome Mercer	President
Stephen Butterfield	Vice President
Joyce Mercer	Treasurer
Sharon Butterfield	Secretary

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

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Miami, FL 33057
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ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

If corporation will seek tax-exempt status under the Internal Revenue Code 1986, state. In the event of dissolution, the residual assets of the corporation will be turned over to one or organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes. 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) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In Witness Whereof, The Undersigned Subscriber (s) Have Executed These Articles Of Incorporation This 4th Day April, 1996.

Jerome Mercer
Jerome Mercer

State Florida)SS
County Of Dade

Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County Set Forth Above, Personally Appeared Jerome Mercer.

Jerome Mercer
Jerome Mercer

Known To Me And Known To Be Person (s) Who Executed The Foregoing Article Of Incorporation, And Who Acknowledged Before Me That Jerome Mercer, executed these Articles Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal., In The State And County Aforesaid This 4th Day Of April, 1996.

[Signature]
NOTARY PUBLIC

OFFICIAL NOTARY SEAL.
SHARON DONALD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC450274
MY COMMISSION EXP. APR. 3, 1999

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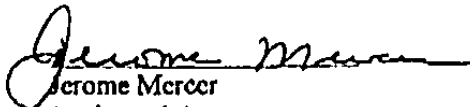
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 607.34, Florida Statutes, the following is submitted, in compliance with said act.

First that North Dade Academy desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named Jerome Mercer as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act., relative to keeping said office.


Jerome Mercer
Registered Agent

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TALLAHASSEE FLORIDA

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PREPARED BY:
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