

4/10/96 FAX: (904) 922-4000
 ((H96000005120)) TELEPHONE: (305) 358-2571
 TO: DIVISION OF CORPORATIONS, COMMUNITY AWARENESS NEIGHBORHOOD HOUSING & DEVELOPMENT
 DEPARTMENT OF STATE, 40 EAST GAINES STREET, TALLAHASSEE, FL 32399
 FROM: ACE INDUSTRIES, INC., 54 MALIBU DRIVE, MIAMI FL 33136-2890 401-618-XXXX

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 TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 11, 1996

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: COMMUNITY AWARENESS NEIGHBORHOOD HOUSING & DEVELOPMENT FOR YOUTH CORPORATION, INC.
REF: W96000007888

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

PLEASE RE-FAX PAGE 3 OF THE ARTICLES OF INCORPORATION.

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) 487-6934.

Loris Poole
Corporate Specialist

FAX Aud. #: H96000005120
Letter Number: 096A00016681

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Articles of Incorporation of the
Community Awareness Neighborhood Housing & Development For Youth
Corporation INC.

Article I - Name

The name of this corporation is Community Awareness Neighborhood Housing & Development
for youth Corporation, Inc.

Article II- Specific and General Purposes

This Corporation is a nonprofit corporation. The general purposes for which this corporation is
formed are to operate exclusively for such charitable, service, and educational purposes as will
qualify it as an exempt corporation under Section 501(c) of the Internal Revenue Code of 1986
or corresponding provisions of any subsequent tax laws, including for such purposes, the making
of distributions to organizations which qualify as tax exempt organizations under that code.
Within the framework and limitations of these purposes, this corporation is organized and shall
be operated exclusively to engage in, advance, support, promote, and administer charitable,
service and educational causes and projects specifically related to :

1. Work Actively to promote the effective delivery of existing services to American Cities and
Communities.
2. Promote services that assist American Cities and Communities in utilizing resources that have
traditionally been untapped.
3. Address problems of American Cities and Communities by acting as a clearinghouse in regard
to matters of interest to and which affect them.

The corporation shall act in its own behalf and as the agent, trustee or representative of others
and, but only if and to the extent consistent with and in furtherance of the above purposes..
For such purposes, and not otherwise, this corporation shall have and exercise only such powers
as are required by and are consistent with the foregoing purposes, including the power to acquire
and receive funds and property of every kind and nature, whether by purchase, conveyance,
lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, expend,
make loans, gifts, grants, and contributions of, and to convey, transfer, and dispose of funds
and property and the income therefrom in furtherance of the purposes of this corporation set forth
hereinafter, or any of them, and to lease, mortgage, encumber, and use the same, and such
other powers which are consistent with the foregoing purposes and which are afforded to this
corporation by the State of Florida and by future laws amendatory thereof and supplementary
thereto. Provided however that this corporation shall not carry on any activity not permitted to be
carried on by local or federal laws, nor any activity that is inconsistent with the purposes of this
organization.

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54 NW 11th Street
Miami, FL 33136
305-358-2571

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Article III- Inurement of Income

This corporation shall not, incidentally or otherwise, afford to pay any pecuniary gain or enumeration to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall directly or indirectly, be distributable to or otherwise inure to the benefit of any individual member, director, or officer or any other person having a personal or private interest in the activities of this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered, property and supplies furnished to the corporation in furtherance of its purposes described in Article II hereof.

Article IV- Legislative or Political Activities.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or interline (by publication or distribution of any statements or otherwise) in any political campaign on behalf of, or in opposition to candidate for public office.

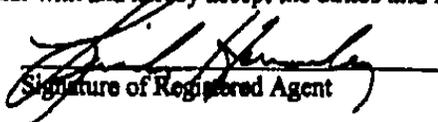
Article V- Duration

This corporation shall have perpetual duration.

Article VI- Principal Place of Business; Registered office; registered Agent

The address of the initial registered office of this corporation is 1107 SW 119 Court, Miami, Florida 33184. The name of the initial registered agent at such address is Linda Hernandez. The principal place of business shall be 1107 SW 119 Court, Miami, Florida 33184. The corporation may have other places of business as the Board of Directors may elect.

** I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent

Date: 4/30/96

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Article VII- Incorporators

The name and address of each incorporator are as follows:

Linda Hernandez	1107 SW 119 Court, Miami, FL 33186
Ofelia Helsper	10311 SW 119 Street, Miami, FL 33176
Kenneth King	110 NE 128 Street, North Miami, FL 33161

Article VIII- Board of Directors

The Management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, time and place of their meetings, and other such provisions with respect to them not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation.

The name and address of the Directors of this Corporation as of the time of adoption of these Articles of Incorporation is as follows:

Linda Hernandez	1107 SW 119 Court, Miami, FL 33186
Ofelia Helsper	10311 SW 107 Street, Miami FL 33176.
Kenneth King	110 NE 128 Street, North Miami, FL 33161

Article IX- Liability

Directors and officers of this corporation shall not be personally liable for the payment of debts or obligations of this corporation of any nature whatsoever, nor shall any of the director and officers be subject to the payments of debts or obligations of this corporation to any extent whatsoever.

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Article X- Stock

This corporation shall have no capital stock.

Article XI- Distribution of Dissolution

This corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of this corporation, and after payment of all liabilities and obligations of this corporation and all expenses incurred by this corporation in connection with such dissolutions, and subject always to the further provisions of this Article XI, any remaining assets shall be distributed to and among such or more corporations, associations, trusts, foundations, institutions, and organizations, all such proportions as shall be determined 1) By the Board of Directors of this corporation if the dissolution is not required by the laws of the laws of the government said corporation is incorporated under, then in existence to be conducted under court supervision, or 2) By a court of competent jurisdiction if the laws of the government or entity said corporation is incorporated under, then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary herein above contained in Article XI, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of dissolutions of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

Article XII-Oversight

The uniqueness of this corporation requires an oversight body to be selected by the general membership of the corporation. Said oversight body shall be composed of three (3) elders from within the Cities or communities who shall serve as advisors in order that their wisdom and experience can be shared with the general membership and thus foster a more balanced and focused organization.

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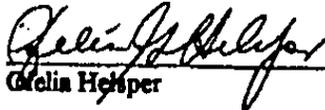
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Article XIII- Amendments

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by at least a vote of two-thirds (2/3) of a quorum of members of the corporation.

We the undersigned, being the incorporators of this corporation for the purpose of forming this nonprofit corporation under the laws of the state of Florida.


Linda Hernandez Date 10/3/95


Grelia Helper Date 9/20/95


Kenneth King Date 9/14/95

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TALLAHASSEE, FLORIDA

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