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LOCAL FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 982376 9451A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 10, 1996

ORDER TIME : 3:56 PM

ORDER NO. : 982376

CUSTOMER NO: 9451A

CUSTOMER: Rodney Fields, Esq
BATTAGLIA ROSS DICUS &
WEIN P.A.
First Union Building
980 Tyrone Boulevard
St. Petersburg, FL 33710

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DOMESTIC FILING

NAME: ENTREPRENEUR ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

Emc 6-11-96

FILED
JUN 11 AM 11:13
1996

**ARTICLES OF INCORPORATION
OF
ENTREPRENEUR ACADEMY, INC.**

FILED
95 JUL 11 AM 11:13
TAMPA, FLA

A Florida Not-For-Profit Corporation

The undersigned, acting as sole Incorporator of a corporation under the Florida Not-for-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is ENTREPRENEUR ACADEMY, INC

**ARTICLE II
CORPORATE ADDRESS**

The principal place of business of the Corporation shall be

2002 N Rome Avenue
Tampa, Florida 33607

The mailing address of the Corporation shall be

9623 Oaklawaha Avenue
Tampa, Florida 33617

**ARTICLE III
DURATION**

The term of existence of the Corporation is perpetual

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The primary purpose of the organization is to create a controlled environment that offers positive, relevant and focused training and practical experiences that will motivate and help prepare young African-Americans and other disadvantaged youth, who have entrepreneurial potential, to start up and successfully operate their own businesses and thereby create personal wealth as well as jobs for future generations. The Corporation's target audience is African-American and other disadvantaged children in grades K-12 who currently live in housing projects and poverty-stricken neighborhoods

**ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS**

- A Board of Directors - The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. Such minimum number may be increased in accordance with the Bylaws of the Corporation.

The Directors named herein as the initial Board of Directors shall hold office until their successors are elected or appointed. The manner in which the Directors are elected or appointed shall be set forth in the Bylaws of the Corporation. The names and addresses of the initial members of the Board of Directors are:

John Beddow	4350 W Cypress St - Suite 400 Tampa, FL 33607
Rev. Abe Brown	2921 29 th St Tampa, FL 33605
Jack Butcher	Box 191 Tampa, FL 33601
George Erck	101 E Kennedy Blvd - Box 0014 Tampa, FL 33630
Lee Kershner	4260 14 th St NE St Petersburg, FL 33703
William G. Layton (Assistant Secretary)	1135 Pasadena Avenue S - Suite 307 St Petersburg, FL 33707
Lester O'Brien	1705 N Howard Ave Tampa, FL 33607
James H. Rollins, Sr. (President and Chief Operating Officer)	9623 Oaklawaha Avenue Tampa, FL 33617
Stuart I. Rogel	4300 W Cypress St - Suite 400 Tampa, FL 33607
Howard P. Ross	980 Tyrone Blvd St Petersburg, FL 33710

Initial Members of the Board of Directors (continued)

Floran Scott (Treasurer)	701 Channelside Dr Tampa, FL 33602
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Patrick Shea (Assistant Treasurer)	100 S. Ashley St. - Suite 1800 Tampa, FL 33601
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- B Corporate Officers The Board of Directors shall elect the following officers: President & Chief Operating Officer, Secretary, Treasurer, and such other officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time.
- C Election and Term of Office The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board. However, the initial President & Chief Operating Officer, James H. Rollins, Sr., shall hold a term of office of at least four (4) years from the date the Corporation is officially established.

**ARTICLE VI
STOCK**

The Corporation shall not be authorized to issue any stock.

**ARTICLE VII
ASSETS, EARNINGS AND ACTIVITIES OF THE CORPORATION**

- A No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that 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 hereof.
- B No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Revenue Law).

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the Corporation's liabilities, dispose of all the Corporation's assets in such manner, or to such organization or organizations established and operated exclusively for charitable, education, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the Corporation's principal office is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are established and operated exclusively for such purpose.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator of the Corporation is:

James H. Rollins, Sr.
9623 Oaklawaha Avenue
Tampa, FL 33617

ARTICLE X REGISTERED AGENT AND OFFICE

The Corporation's registered agent and office is:

Registered Agent Corporation of Pinellas County
980 Tyrone Blvd
St. Petersburg, FL 33710

ARTICLE XI AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not-for-Profit Corporations Act, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the Corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XIII DIRECTOR CONFLICT OF INTEREST

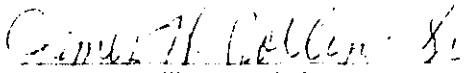
- A. No contract or other transaction between the Corporation and one (1) or more of the directors, or between the Corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his, her or their votes are counted for such purpose.
1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors, or
 2. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board or committee.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XIV AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by a vote of at least seventy-five per cent (75%) of the members of the Board of Directors.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of the Corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 24 day of April, 1996.


James H. Rollins, Sr., Sole Incorporator
President & Chief Operating Officer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

95 JUN 11 AM 11:13

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida

1 The name of the corporation is

ENTREPRENEUR ACADEMY, INC

2 The name and address of the registered agent and office is

Registered Agent Corporation of Pinellas County
980 Tyrone Blvd
St Petersburg, FL 33710

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT CORPORATION OF PINELLAS COUNTY

By Howard P. Ross
Howard P. Ross, Esq.,
Vice-President

Date 5/28/96