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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1497 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX (904) 922-4000

PHONE: (305) 541-3694

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: COMMUNITY UPLIFTMENT PROGRAMS, INC.

FAX AUDIT NUMBER: H96000008681

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TALLAHASSEE, FL 32399

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: COMMUNITY UPLIFTMENT PROGRAMS, INC.
REF: W96000013259

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

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) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H96000008681
Letter Number: 996A00030960

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NO. 184 P008

Accounting & Financial Planning

6

ARTICLES OF INCORPORATION OF

COMMUNITY UPLIFTMENT PROGRAMS, INC.

16101 S.W. 78 Street
Miami, Florida 33193
Office (305) 388-8406
Fax (305) 388-8412
Boeper (305) 881-4221
1-800-860-1000 ID # 664841

Jorge A. Lopez
B.B.A. & M.B.A.

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is COMMUNITY UPLIFTMENT PROGRAMS, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the

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TALLAHASSEE, FLORIDA

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Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

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ARTICLE V

The initial street address in the state of Florida of COMMUNITY UPLIFTMENT PROGRAMS, INC., the initial registered office of the Corporation is 16411 S.W. 102 Avenue, Miami, Florida, 33157, and the name of the initial registered agent at such address is Rasool Mutawakkil.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida. The manner in which the directors shall be elected will be in an acceptable and agreed upon manner stated in the bylaws.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Rasool Mutawakkil S.S.#425-11-9667
16411 S.W. 102 Avenue, Miami, FL 33157

Aida Cook S.S.#589-34-2338
16411 S.W. 102 Avenue, Miami, FL 33157

Larry Bass S.S.#267-78-1305
16411 S.W. 102 Avenue, Miami, FL 33157

ARTICLE IX

The name and address of the initial incorporator are as follows:


Rasool Mutawakkil S.S.# 425-11-9667
16411 S.W. 102 Avenue, Miami, FL 33157

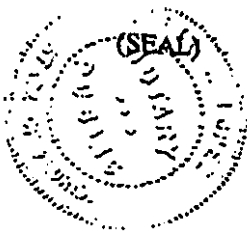
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 16411 S.W. 102 Avenue, Miami, Florida, Dade County, on this 20 day of June, 1996.


Rasool Mutawakkil

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20 day of June, 1996.


Notary Public
State of Florida
My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE OF FLORIDA

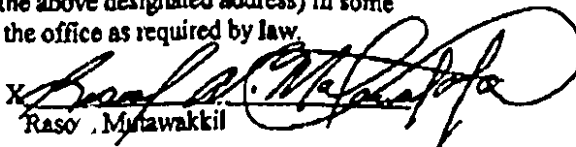
COMMUNITY UPLIFTMENT PROGRAMS, INC.

The following is submitted in compliance with law.

COMMUNITY UPLIFTMENT PROGRAMS, INC., a not-for-profit
corporation organizing under the laws of the State of Florida
with its principal office located at 16411 S.W. 102 Avenue,
Miami, Florida, 33157, hereby designates Rasool Mutawakkil,
as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process;
to keep the office open during prescribed hours; to put my name
(and any other officers of said corporation authorized to accept
service of process at the above designated address) in some
conspicuous place in the office as required by law.

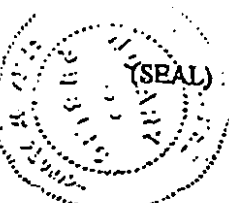
X 
Rasool Mutawakkil

STATE OF FLORIDA
COUNTY OF DADE

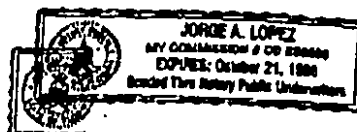
BEFORE ME, the undersigned authority, this day personally
appeared Rasool Mutawakkil, who, after being
duly sworn, deposes and says that the facts and matters
contained above are true and correct and that he has executed
the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State
last aforesaid this 20 day of June, 1996.

189 600 000 8681




Notary Public
State of Florida
My Commission Expires:



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TALLAHASSEE, FLORIDA

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