

JUL-01-1996 16:06

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: FLO
CORPORATE NAME: HEAD TO TOE ACADEMY
SUB ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (305)681-0707
MAILING NAME/ADDRESS: D. FINEST LIMO. INC.
13850 NW 26TH AVE
MIAMI

FL 33054- US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND <CRFLORIDADIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H96000009089)) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: D. FINEST LIMO. INC.

DEPARTMENT OF STATE

13850 NW 26TH AVE

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33054-

TALLAHASSEE, FL 32399

CONTACT: MS DEE

FAX: (904) 922-4000

PHONE: (305) 687-1863

FAX: (305) 681-0707

((H96000009089)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: HEAD TO TOE ACADEMY

FAX AUDIT NUMBER: H96000009089

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/28/1996

TIME REQUESTED: 15:35:20

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076103000073

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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** ENTER 'M' FOR MENU. **

ENTER/SELECTION AND <CRFLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

ELECTRONIC PROCESSING MENU

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--

PASSWORD/NEWPASSWORD

DOCUMENT TYPE

CORPORATE DOCUMENT NUMBER

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 076103000073

AVAILABLE BALANCE:

\$53.85

SUB ACCOUNT:

METHOD OF DELIVERY: F

FAX NUMBER: (305)681-0707

MAIL NAME: D. FINEST LIMO. INC.

3:35 PM
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Subst



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1996

D. FINEST LIMO, INC.

MIAMI, FL

SUBJECT: HEAD TO TOE ACADEMY
REF: W96000013898

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

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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.

Loria Poole
Corporate Specialist

FAX Aud. #: B96000009089
Letter Number: 796A00032524

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
HEAD TO TOE ACADEMY CORPORATION
A 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

The name of this corporation shall be:

HEAD TO TOE ACADEMY CORPORATION

ARTICLE II. ADDRESS

The address of the initial principal office of this corporations **13850 NW 26th. Avenue, Bldg. C Opa Locka, Fl. 33054**. The principal office at such place or places, within or without the State of Florida as the Board shall from time to time determine, as the business of the Corporation may require.

ARTICLES III. CORPORATE NATURE

This is a nonprofit corporation organized solely for general educational purposes pursuant to the Florida Corporation staff Not for Profit law set forth in section 617, of the Florida statutes.

ARTICLE IV. DURATION

The term of existence of the corporation is perpetual.

Corporate existence shall commence on the 01st day of July 1996.

ARTICLE V. GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this corporation is formed are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. For the advancement of charity, education, scientific, literary, and any other related or corresponding charitable purpose by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such scientific, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

C. The **HEAD TO TOE ACADEMY CORPORATION** admits students of any race, color, national of ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national of ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and other school administered programs.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs three (3) persons. The number of Directors of the corporation shall be nine, provided however, that such number may be changed by a By-Law duly adopted by the members.

B. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

C. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at **13850 NW 26th. Avenue, Bldg C, Opa Locka, Florida 33054**, or at such other place or places as the Board of Directors may designate from time to time by resolution.

D. Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall filed with the minutes of the proceedings of the Board, and any such action by written consent of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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E. Corporate officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Law of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

NAMES**OFFICERS**

Sandra Scott
5008 NW 41st. Place
Lauderdale Lakes, Florida 33319

President

Joan Thomas
13330 NE 17 Avenue
North Miami, Florida 33181

Vice President

Leon Scott
1700 NW 58th Terrace
Miami, Florida 33054

Treasurer/Secretary

ARTICLE VII. EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payment and distributions in furtherance of the purposes set forth in Article V 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 (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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 liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized 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 1954 (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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX-MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

ARTICLE X- SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is as follows:

Sandra Scott
5008 NW 41st. Place
Lauderdale Lakes, Florida 33319

ARTICLE XI- AMENDMENT OF BY -LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law authorized or approved by the members of the corporation,

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By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII- DEDICATION OF ASSET

The name and address of the corporation is irrevocably dedicated to scientific, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII-REGISTERED AGENT AND OFFICE

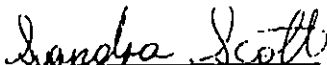
The name and address of the corporation's registered agent shall be :

Ronald L. Thomas
13850 NW 26th Avenue, Bldg. C.
Opa Locka, Florida 33054

ARTICLE XIV-AMENDMENT OF ARTICLES

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 in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and incorporator of this corporation, for the purpose forming this non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 01, day of July 1996.


Signature

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

In pursuant to Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act.

First, that **HEAD TO TOE ACADEMY CORPORATION** desigining to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at **13850 NW 26th. Avenue, Bldg.C., Opa Locka, Florida 33054** has named **Ronald L. Thomas** as its agent at accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Ronald L. Thomas
Registered Agent

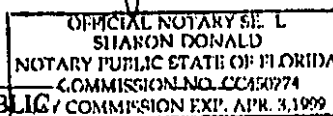
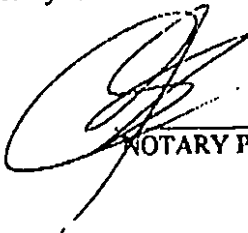
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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Sandra Scott, to me known to be the person who executed the foregoing Articles of incorporation and they acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1, day of July, 1996.



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA