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Charter Number Only

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VALIDATION ONLY

Requestor's Name
Address
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CORPORATION(S) NAME

Education In Action, Inc.

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86 NOV 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
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Verifier
Acknowledgment
W.P. Verifier

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ARTICLES OF INCORPORATION
OF
EDUCATION IN ACTION, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Education in Action, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

Education in Action, Inc.
20809 N.W. 2nd Avenue
Miami, FL 33169

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and, the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:

To provided education to the underprivileged children of Haiti by using public donations.

3. To Erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to accomplishment of any one or more of the nonprofit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the corporation or any other 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 Director or 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 carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment

of all of the liabilities of the corporation, disposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of corporation is then located, exclusively for such purposes or to such organization or organization, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 5617 of the laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be selecting those individuals from the public to whom the organization is to serve from those who wish to volunteer their services.

ARTICLE V

The name and street address of the initial registered agent shall be:

Carmeus Jacob
20809 N.W. 2nd Ave
Miami, FL 33169

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be

Carmeus Jacob
20809 N.W. 2nd Ave
Miami, FL 33169

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be.

Carmeus Jacob	President
Adrien Predelus	Vice President
Ronel Pierre	Secretary
Hermane Etienne	Treasurer

ARTICLE VIII

The members of the Board of Directors shall never be less than one (1) in number. Initially the Board of Directors shall consist of 10 (ten) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Name	Address
Carmeus Jacob	3816 S Lake Terrace, Miramar, FL 33023
Adrien Predelus	271 N.W. 146th Street, Miami, FL 33161
Ronel Pierre	195 N.E. 131st Street, N Miami, FL 33161
Hermane Etienne	195 N.E. 131st Street, N Miami, FL 33161
Arnold Thermonfils	126 NW 61 St., Miami, FL 33127
Willy Alpasil	211 N.E. 43rd St, Miami, FL 33137
Melila Cerenord	228 N.E. 199th Lane, Miami, FL 33169
Jeanette Etienne	195 N.E. 131st St, N. Miami, FL 33161
Robert Pierre	631 N.W. 194th Terr, Miami, FL 33169
Devilus Pierre	630 N.E. 64th Terr. Miami, FL 33138

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-

Laws promulgated by the Board of Directors in determining whether any certain individual qualities in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within n. ety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this day of 1996.



INCORPORATOR

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96 NOV 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

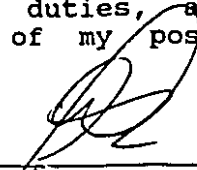
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

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.

First-That Education in Action, Inc. desiring
(Name of Corporation)
to organize under the laws of the State of Florida has with its
(Florida)
principal office, as indicated in the articles of incorporation
at City of Miami County of Dade,
(City) (County)
State of Florida has named Carmeus Jacob
(State) (Name of Resident Agent)
located at 20809 NW 2nd Avenue
(Street address and number of building
Post Office Box Address not acceptable)
City of Miami, County of Dade State of
(City) (County)
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 obligation of my position as
registered agent.

By 
Signature
Registered Agent