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THE TAX MAN, INC.
Accounting, Tax, & Financial Planning Services
1601 BELVEDERE ROAD
SUITE 103 - SOUTH
WEST PALM BEACH, FL 33406
(561) 684-3844; FAX (561) 689-0708

October 22, 1997

Florida Department of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32301

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-10/28/97--01005--005
*****70.00 *****70.00

Re: Apostolic Wee Care, Inc.

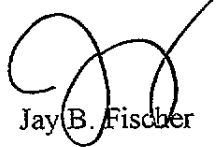
Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned corporation, as well as a check in the amount of \$70.00 to cover the cost of filing.

If there are any questions feel free to contact me at the address above or by telephone.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


Jay B. Fischer

JBF/ss

Encl./

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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10-29-97

ARTICLES OF INCORPORATION

OF

APOSTOLIC WEE CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 28 AM 10:05

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

ARTICLE I

The name of the corporation shall be: APOSTOLIC WEE CARE, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:
1238 N. Haverill Road #3, West Palm Beach, FL 33417

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 purpose 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 provide remedial educational skills to underprivileged and minority students in the basics of reading, writing and mathematics.

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 of 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 the accomplishment of any one or more of the non-profit purposes of the corporation..

9. No part of the net earnings of the corporation shall inure to the 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, or by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or ass 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, dispose of the corporation in such manner, or to such organization of 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 Palm Beach County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, 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 617 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 or membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be by majority vote of the members of the corporation.

ARTICLE V

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

Carolyn Edwards

1238 N. Haverhill Rd #3
West Palm Beach, FL 33417

ARTICLE VI

The name and address of the incorporator of these Article of Incorporation shall be:

Carolyn Edwards

1238 N. Haverhill Rd #3
West Palm Beach, FL 33417

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:

Carolyn Edwards
Barbara Patterson
Carrie Sheely
Leddyon Weathbee

President
Vice President
Secretary
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 five (5) persons whose names are as follows and who shall serve as Directors until the first election.

Carolyn Edwards	1238 N. Haverhill Rd #3 West Palm Beach, Fl 33417
Barbara Patterson	11868 Oleander DR Royal Palm Bch, Fl 33411
Carrie Sheely	765 SW 14th Street Belle Glade, Fl 33430
Leddyon Weathbee	5117 Pat Place West Palm Beach, Fl 33407
Leman Jenkins	1233 45th Street West Palm Beach, Fl 33407

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 Chairman of the Board.

It is hereby expressly provided that in the determination of whether and 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 qualifies 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.

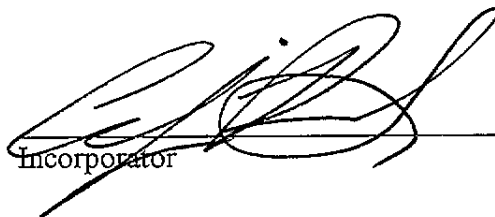
ARTICLE X

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 call 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 ninety (90) days of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 1997.


Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Carolyn Edwards, known to me to be the persons who executed these articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 19th day of September, 1997.

[SEAL]


Notary Public



HOWARD I. ANGOWITZ
COMMISSION # CC 657642
EXPIRES AUG 2, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 APOSTOLIC WEE CARE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Carolyn Edwards located at 1238 N. Haverhill Rd #3, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE


Registered Agent

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