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FL INCORPORATORS INC

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FLORIDA DIVISION OF CORPORATIONS
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FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305) 350-5221

ACCT#: 075350000473

FAX #: (305) 350-9148

NAME: PEASYHEAD INCORPORATED

AUDIT NUMBER.....H98000001421

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 15

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ARTICLES OF INCORPORATION
OF

PEASYHEAD INCORPORATED

A Florida Corporation Not For Profit

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be PEASYHEAD INCORPORATED (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 4244 West Tennessee Street, Ste. 160, Tallahassee, FL 32304.

ARTICLE III

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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The purpose of the corporation shall be to inform and educate underrepresented youths in the African-American community and prepare them for meeting the new technological challenges in our society; to serve as a vehicle for the disbursement and transfer of new knowledge and information to increase the awareness of educational issues affecting today's African-American community, and to assist in the training of those who have not had the opportunity to experience modern advancements in technology.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 section 501(c) (3) purposes. 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 or in opposition to any candidate for public office.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

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The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE VII

The street address of the initial registered office of the Corporation is 4244 West Tennessee Street, Ste. 160, Tallahassee, FL 32304, and the initial registered agent of the Corporation at that address is Greg Harris.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Jon D. Brown, 4244 West Tennessee Street, Ste. 160, Tallahassee, FL 32304.

ARTICLE IX

The mailing address of the Corporation is 4244 West Tennessee Street, Ste. 160, Tallahassee, FL 32304.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 1998.


Jon D. Brown, Incorporator

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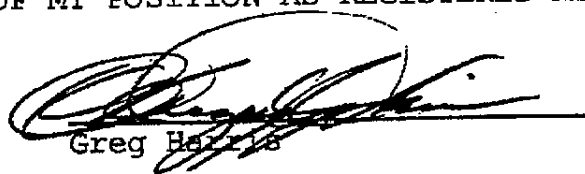
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO 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 PEASYHEAD INCORPORATED.

2. The name and address of the registered agent is:
Greg Harris, 4244 West Tennessee Street, Ste. 160,
Tallahassee, FL 32304.

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.


Greg Harris