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ATTORNEYS AND COUNSELORS AT LAW

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GWENDOLYN S. KEY, Esquire

MAMIE WASHINGTON KENDALL, Esquire

February 25, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Palm Glades Parent Group, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation. Please return a certified copy of the articles to the Belle Glade address.

Enclosed please find the necessary fee of \$122.50.

Sincerely,



Mamie Washington Kendall, Esquire

MWK:lc

Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALM GLADES PARENT GROUP, INC.
(A Corporation Not For Profit)

The undersigned, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

PALM GLADES PARENT GROUP, INC.

The address of the principal office of this corporation shall be 850 Palm Glades Drive, Belle Glade, Florida 33430 and the mailing address shall be 850 Palm Glades Drive, Belle Glade, Florida 33430.

ARTICLE II

This corporation shall have all powers consistent with and provided by Chapter 617 of the Florida Statutes regarding corporations not for profit.

ARTICLE III

The purposes for which the corporation is to be formed are:

To raise funds for Headstart and other Educational and Social goals.

To represent the views and feelings of the parents of Pahokee Target Area.

To provide for education, security and welfare of the parents and children of the Palm Glades Area.

To build, repair, rehabilitate and maintain equipment used by Palm Glades Area.

To receive and maintain a fund or funds of 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 the charitable, religious, scientific, literary, or educational purposes either directly or by contributions to the organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, 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 members, director, 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.

Any other provisions of this instrument notwithstanding, the directors shall distribute its income for each taxable year at such time and in such manner as not to become subject to the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Any other provisions of this instrument notwithstanding, the directors shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4934 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 197 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, 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 hereafter be amended.

ARTICLE IV

The membership of this corporation shall consist only of those persons who reside in the Glades area and who are interested in pursuing the goals of the corporation.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

This corporation shall be managed by a Board of Directors. The Chief Executive Officer shall be the President. The other officers shall be the Vice-President, Secretary and Treasurer.

These officers shall be members of the Board of Directors. The number of persons constituting the Board of Directors shall be determined by the By-Laws of the corporation. The Board of Directors shall be elected by the members of the corporation annually at the time and place to be determined by the By-Laws of the corporation.

ARTICLE VII

The following persons shall serve as officers until the first election:

Michelle Anderson
President
765 SW 10th St.
Belle Glade, FL 33430

Janice Earl
Vice-President
4201 NW 17th Street
Belle Glade, FL 33430

Virginia Brown
Secretary
808 NE 30th Street
Belle Glade, FL 33430

Leticia Garcia
Treasurer
316 NW Avenue F
Belle Glade, FL 33430

Sonia Desiree
Asst. Treasurer
715 Palm Glades Drive
Belle Glade, FL 33430

Keisha Benjamin
Asst. Secretary
714 Palm Glades Drive
Belle Glade, FL 33430

ARTICLE VIII

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have six (6) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than five. The Board of Directors shall be elected and hold office in accordance with the By-Laws. The names and addresses of the persons

who are to serve as directors for the ensuing year or until the first annual meeting of this corporation are:

Names	Addresses
Michelle Anderson	765 SW 10th St. Belle Glade, FL 33430
Janice Earl	4201 NW 17 th St. Belle Glade, FL 33430
Keisha Benjamin	714 Palm Glades Drive Belle Glade, FL 33430
Sonia Desiree	715 Palm Glades Drive Belle Glade, FL 33430

ARTICLE IX

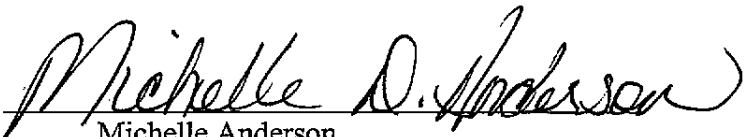
The By-Laws of this corporation shall be made by the officers of the corporation and shall be effective when approved by 51% of the members of the corporation. All changes in the By-Laws shall be accomplished in the same manner. Amendments to the Articles of Incorporation may be proposed by any member of the corporation and if approved by 3/4 of the members present, the article shall be amended.

ARTICLE X

The name and street address of the incorporator to these Articles of Incorporation is:

Michelle Anderson
765 SW 10th St.
Belle Glade, FL 33430

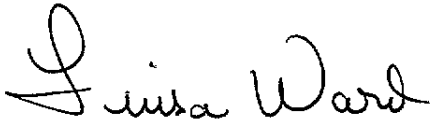
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of FEBRUARY, 1998.


Michelle Anderson

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared MICHELLE ANDERSON, to me known to be the person in and who after being duly cautioned and sworn according to law deposed and stated that she executed these Articles of Incorporation for the purposes expressed therein, who produced a Florida Driver's License as identification and who did not take an oath.



Notary Public



Luisa Ward
MY COMMISSION # CC584326 EXPIRES
September 11, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

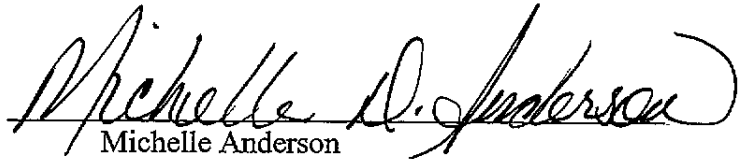
CERTIFICATE OF REGISTERED AGENT
OF
PALM GLADES AREA PARENT GROUP, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at _____ has named _____ located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Michelle Anderson

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TALLAHASSEE, FLORIDA