

**ARTICLES OF INCORPORATION OF
MIAMI-DADE RESIDENT COLLEGE, INC.**

FILED

98 JUN 19 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of this corporation is Miami-Dade Resident College, Inc. a Florida not for profit corporation. Its initial office shall be at 7190 Port Marnock Drive, Miami, Florida. 33015.

ARTICLE II

Term

This corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Phillip Davis, 7190 Port Marnock Drive, Miami, Florida 33015.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or 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 Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501 (c) (3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to be Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled and this affairs conducted by the Board of Directors. This corporation shall have four (4) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the by-laws but shall never be less than three (3). 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 he held. The method of selection of Directors is stated in the by-laws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and unity the qualification of the successors in office. Annual meetings be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate form time to time by resolution.

Any action required or permitted to be taken by the 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 be filed with the minutes of the proceedings of the Board and any such action.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other

document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous vote 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 by-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

NAME	ADDRESS
Sylvester Martin	2200 N.W. 54 Street, Apt. 701 Miami, Florida 33101
Mary Richardson	26145 S.W. 139 Ct. Miami, Florida 33101
Sharon Taylor	1586 S.W. 4 th Street, Apt 210 Homestead, Florida 33030
Henrietta Hurd	1586 S.W. 4 th Street, Apt. 204 Homestead, Florida 33030

b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the by-laws of this corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X

By-Laws

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time.

Upon notice properly, the by-laws may be amended, altered or rescinded by majority vote of the Directors present at any regular 617 or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

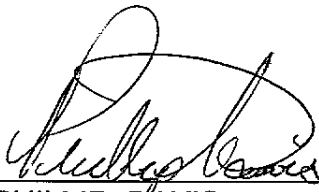
An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent and incorporator of this corporation is Phillip Davis, 7190 Port Marnock Drive, Miami, Florida 33015.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on the 14th day of June, 1998 for the purpose of forming this not for profit Corporation under the laws of the State of Florida.



PHILLIP DAVIS

FILED

ACCEPTANCE BY REGISTERED AGENT 98 JUN 19 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII
OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO
ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ITS DUTIES.

DATED THIS 14th DAY OF June, 1998.


PHILLIP DAVIS