

BRUNT & COMPANY
Accountants ♦ Business Consultants

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(305) 576-0888
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N98000003703

June 18, 1998

Florida Department of State
Division of Corporations
ATTN: New Filings Division
P.O. Box 5327
Tallahassee, Florida 32314

RE: New Filing for Preparing All People, Inc.

Dear Representative(s):

Enclosed, please find the original Articles of Incorporation for P.A.P. (Preparing All People), Inc., a newly formed Florida Corporation, along with a check for \$ 78.75 for the following:

\$ 70.00 Filing Fee
8.75 Certificate of Status
\$ 78.75 TOTAL ENCLOSED

Please process expeditiously. For additional information, please feel free to contact me at (305) 576-0888.

Thanks in advance for your assistance.

Very truly yours,
for P.A.P. (Preparing All Peoples), Inc.

Samuel D. Brunt

Samuel J. Brunt

400002567944--6
-06/22/98-01078-018
*****78.75 *****78.75

Samuel GAVE

AUTHORIZATION BY PHONE TO

CORRECT Reading art, acceptance

DATE 6/24/98

DOC. EXAM TA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 PM 12:00

FILED

TA-6/24/98

FILED
98 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PREPARING ALL PEOPLE, INC.
(A Corporation Not For Profit formed under the
Florida General Corporation Act)

ARTICLE I

The Name of the corporation is Preparing All People, Inc., located at 2201 San Diego Avenue, Ft. Pierce, FL 34946.

ARTICLE II

The term of existence of this corporation is perpetual unless dissolved according to law. The Corporate existence shall commence at the time of filing with the Secretary of State.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the United States and the State of Florida. The specific purpose(s) for which the corporation is organized are to provide wholesome growth for children and adults in an educational environment. This corporation will provide tutoring, technology training, job training, packet education, substance abuse counseling, spousal abuse counseling, and life skills.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Corporation shall never have less than three (3) Directors. The business affairs of this Corporation shall be managed by a minimum of three (3) officers/directors, each of whom shall be of full age, and all of whom shall be citizens of the United States. The Directors shall be replaced or elected for a new term at the annual election of officers of the corporation. The officers/directors shall have full power and authority to make and enforce the By Laws of the Corporation, and to propose, adopt, alter, amend, or rescind same at the regular business meeting or on the anniversary date of this incorporation. The limitation upon the authority of the directors and officers of this corporation shall be such that there shall be no change in the By-laws of the corporation, save and except by a majority vote cast at the regular business meeting or on the anniversary date of this incorporation, for the purpose of amending, changing, adopting, or rescinding the By-laws or the Articles of Incorporation.

ARTICLE V

The Board of Directors are as follows:

Charles L. Hendley, 2201 San Diego Avenue, Ft Pierce, FL 34946
President

Linda Martin, 1598 N.E. 21st Terrace, Jensen Beach, FL 34957
Secretary

Brenda Peterson, 1801 S. 27th Street, Ft. Pierce, FL 34047
Treasurer

Michael A. Collins, 2102 S.W. 29th Street, Ft. Pierce, FL 34947
Member

ARTICLE VI

This Corporation is organized under a non-stock basis.

ARTICLE VII

The street address of the initial registered office of the corporation shall be 2201 San Diego Avenue, Ft. Pierce, FL 34946 and the name of the initial registered agent at such address is Charles L. Hendley.

ARTICLE VIII

The name and address of each incorporator is:

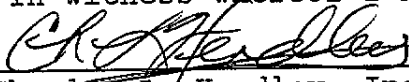
Charles L. Hendley, 2201 San Diego Avenue, Ft. Pierce, FL 34946

Linda Martin, 1598 N.E. 21st Terrace, Jensen Beach, FL 34957

Brenda Peterson, 1801 S. 27th Street, Ft. Pierce, FL 34047

Michael A. Collins, 2102 S.W. 29th Street, Ft. Pierce, FL 34947

In witness whereof I have subscribed my name:



Charles L. Hendley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for:
Preparing All People, Inc., the place designated in the Articles
of Incorporation, I, Charles L. Hendley, hereby accept the duties
and responsibilities as registered agent for said corporation:


Charles L. Hendley

6/15/98
Date

FILED
98 JUN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA