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June 8th, 1998 100002558181--9

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****131.50 ****131.50

Ms. Bobbie Eldridge
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: S.E.C.M.E. MIAMI-DADE ALLIANCE, INC.

Dear Ms. Eldridge:

Enclosed please find Articles of Incorporation on Miami-Dade
S.E.C.M.E. Alliance, INC., with a check for \$ 131.50, to be filed with
Secretary of State.

Please return filed Articles to MS. CONSTANCE THORNTON at 1500
Biscayne Boulevard, 327 S, Miami, Florida 33132.

I have included a self-addressed stamped envelope for your
convenience.

If you have any questions do not hesitate to contact the
undersigned.

Ron Fields - 305-270-0707
w# - " 592-7275
C Thornton 305-653-9624
" 945-1989

Very truly yours,



RON FIELDS
CHAIRPERSON

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN 12 AM 9:14

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Ron Fields GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 6-25-98
DOC EXAM MMN

~~100002558181~~

ARTICLES OF INCORPORATION
OF
MIAMI-DADE S.E.C.M.E. ALLIANCE, INC.

(A FLORIDA CORPORATION NOT FOR PROFIT)

ARTICLE I - CORPORATE NAME

The name of this Corporation is: MIAMI-DADE S.E.C.M.E. ALLIANCE, INC.

ARTICLE II- PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of
the Corporation shall be: c/o *CONSTANCE THORNTON R.F.R. CJ.* 1500 Biscayne
Boulevard, 327 S, Miami, Florida 33132.

ARTICLE III - TERMS OF EXISTENCE

The period of duration of the Corporation is perpetual unless
dissolved according to law.

ARTICLE IV - NATURE OF BUSINESS

The principal nature and purposes for which this corporation is
organized are:

a) To assist children attending Dade County Schools to develop
their potential in science, engineering, communications and mathema-
tics enhancement with the assistance of programs such as the U.S.I.
mathematics carry out program.

b) To help children attending Dade County Schools in the
training, education and promotion of different productions and
classes in science, engineering, communications and mathematics
enhancement with the assistance of programs such as the U.S.I.
mathematics carry out program.

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TALLAHASSEE, FLORIDA

c) To provide a forum for children attending Dade County Schools regardless of race, creed or color to obtain training, scholarships and guidance in the pursuit of their careers.

ARTICLE V - GENERAL POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes, to acquire, hold own, use and dispose of real and personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the corporation shall have those additional powers specified in its bylaws.

The corporation shall be empowered to publish newspapers, pamphlets, books and magazines; acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property; real, personal or mixed; as the purposes of the corporation whether express or implied shall require, associate itself with other persons, corporate or natural, for the purpose of becoming a member of an in otherwise associating itself with other corporations or association of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide,

as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

ARTICLE VI - MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall not be not less than (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors shall be as stated in the bylaws.

ARTICLE VII - INITIAL BOARD

The number constituting the initial Board of Directors of the Corporation is Three (3). The names of the initial director(s) of this Corporation and their street addresses is:

<u>NAME</u>	<u>ADDRESS</u>
RON FIELDS	8204 S.W. 83rd Court Miami, Florida 33143.
JOANNE ROEDERER	3044 Shipping Avenue Miami, Florida 33132.
NEMESIO GOMEZ	2828 Coral Way Miami, Florida 33129.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occur first.

ARTICLE VII - MEMBERSHIP

The membership of this Corporation shall be open to individuals and/or Corporations who meet the criteria established in the By-laws to include knowledge in the areas SCIENCE, ENGINEERING, COMMUNICATIONS, MATHEMATICS, and ENHANCEMENT of Miami-Dade County school children.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine .

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a members' meeting by at least a majority of the members entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Bylaws may be amended, altered or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE X - REGISTERED AGENT

The name and street address of the Registered Agent is:

CONSTANCE THORNTON

1500 BISCAYNE BLVD, 327 S

MIAMI, FL 33132

ARTICLE XI INCORPORATORS

RON FIELDS

8204 S.W. 83RD COURT
MIAMI, FL 33143

JOANNE ROEDERER

3044 SHIPPING AVE
MIAMI, FL 33132

IN WITNESS WHEREOF, the undersigned, as Incorporators, have
executed the foregoing Articles of Incorporation on this 6th day of
June, 1998.



RON FIELDS
INCORPORATOR
FDL# F432-720-54-296



JOANNE ROEDERER
INCORPORATOR
FDL# R366-430-71-763

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named too accept service of process for the above
stated corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.



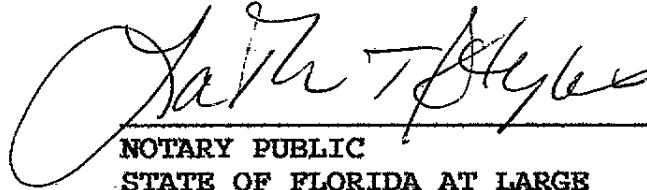
CONSTANCE THORNTON
REGISTERED AGENT
FDL# T653-100-48-949

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to
administer oaths, personally appeared, RON FIELDS, JOANNE ROEDERER
CONSTANCE THORNTON to me known to be the person described as
Incorporators, Registered Agent and who executed the foregoing
Articles of Incorporation, and acknowledged before me that they
subscribed to these Articles of Incorporation on this 6th day of
June, 1998.

SWORN TO AND SUBSCRIBED before me on this 6th day of June, 1998.

I relied on the parties' respective driver's licenses for
identification.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL LA TOSHIA T STYLES NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC675130 MY COMMISSION EXP. AUG. 26, 2001
