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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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NAME: CENTER FOR YOUTH AND CHILDREN SERVICES, INC.
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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CENTER FOR YOUTH AND CHILDREN SERVICES, INC.

WE, THE UNDERSIGNED, DESIRING TO FORM A NON-PROFIT CORPORATION PURSUANT TO CHAPTER 617 OF THE FLORIDA STATUTES, DO HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE THESE ARTICLES OF INCORPORATION, AS FOLLOWS:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: CENTER FOR YOUTH AND CHILDREN SERVICES, INC.

ARTICLE II

THE PRINCIPLE OFFICE OF THE CORPORATION IS TO BE LOCATED IN MIAMI, FLORIDA IN DADE COUNTY AT: 17401 SW 84TH COURT, MIAMI, FL. 33157.

ARTICLE III

THE PURPOSE FOR WHICH THE CORPORATION IS FORMED ARE FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE. THE CORPORATION WILL PROMOTE AND PROVIDE AN AFFORDABLE DAY CARE, AFTER-SCHOOL CARE PROGRAM, AND CASE MANAGEMENT SERVICES.

ARTICLE IV

THE POLICIES AND ACTIVITIES OF THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS. THE DIRECTORS SHALL BE ELECTED IN SUCH A MANNER AS SET FORTH IN THE BY-LAWS OF THE CORPORATION. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION UNTIL THE FIRST ELECTION ARE AS FOLLOWS:

TIMOTHY TYLER CHAIR 26526 SW 126TH AVENUE, MIAMI, FL. 33032
NANCY RIVERA VICE CHAIR 18450 SW 87TH AVENUE, MIAMI, FL. 33157
REV. GARY MILLER TREAS 3010 DESOTO BLVD., CORAL GABLES, FL. 33134
BRENDA LOUARD SEC 12401 SW 224TH STREET, MIAMI, FL. 33170

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ARTICLE V

THE CORPORATION SHALL BE GOVERNED BY A BOARD CHAIRPERSON, VICE CHAIRPERSON, TREASURER, AND SECRETARY. THE PRESIDENT AND CHIEF EXECUTIVE OFFICER SHALL BE HIRED TO MANAGE THE IMPLEMENTATION OF THE DIRECTIVES SET FORTH BY THE BOARD OF DIRECTORS.

THE OFFICERS OF THE CORPORATION WILL BE ELECTED BY THE BOARD OF DIRECTORS AT LEAST ANNUALLY OR AT SUCH TIMES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS AND THE BY-LAWS OF THE CORPORATION. THE OFFICERS WHO SHALL SERVE UNTIL THE FIRST ELECTION OR APPOINTED ARE AS FOLLOWS:

MR. TIMOTHY TYLER
NANCY RIVERA
REV. GARY MILLER
BRENDA LOUARD

CHAIRPERSON
VICE CHAIRPERSON
TREASURER
SECRETARY

ARTICLE VI

THESE ARTICLES OF INCORPORATION AND THE BY-LAWS OF THE CORPORATION MAY BE AMENDED ANY TIME BY NOT LESS THAN TWO-THIRDS OF THE ENTIRE BOARD OF DIRECTORS. SUCH AMENDMENTS TO THESE ARTICLES OF INCORPORATION OR BY-LAWS OF THE CORPORATION MAY BE PROPOSED BY ANY OFFICER OR ANY BOARD MEMBER OF THE CORPORATION.

ARTICLE VII

NOTHING HEREIN SHALL AUTHORIZE THE CORPORATION, DIRECTLY OR INDIRECTLY, TO ENGAGE IN OR INCLUDE AMONG ITS PURPOSES OR ACTIVITIES ANY PURPOSE OR ACTIVITY PROHIBITED UNDER CHAPTER 617 OF THE FLORIDA STATUTES OR CONTRARY TO THE PROVISIONS 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 VIII

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, 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 THE PURPOSES SET FORTH IN ARTICLE III HEREOF.

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NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE 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.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE IX - INITIAL REGISTERED OFFICE & AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME	THOMAS EDWARD GREER, JNR.		
ADDRESS	17401 SW 84TH COURT		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33157

ARTICLE - X

UPON THE DISSOLUTION OF THE 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY 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, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE - XI

THE NAME AND STREET ADDRESS OF THE INTIAL INCORPORATOR OF THIS CORPORATIONS IS:


NAME	THOMAS EDWARD GREER, JNR.		
ADDRESS	17401 SW 84TH COURT		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33157

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IN WITNESS WHEREOF, I HAVE HERE UNTO SUBSCRIBED HIS/HER NAME(S)
THIS 23 DAY OF JUNE 19 98.

x  (SEAL)
THOMAS EDWARD GREER, JNR. PRESIDENT

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME,
THE UNDERSIGNED AUTHORITY, THOMAS EDWARD GREER, JNR., TO BE WELL
KNOWN AND BY ME KNOWN TO BE THE PERSON(S) WHO EXECUTED THE
FOREGOING CERTIFICATE OF INCORPORATION OF CENTER FOR YOUTH AND
DCHILDREN SERVICES, INC., AND HE ACKNOWLEDGED TO ME THAT HE
EXECUTED THE SAME FOR THE PURPOSES THEREIN SET FORTH.

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED BY
OFFICIAL SEAL AT MIAMI, IN DADE COUNTY, FLORIDA, THIS 24 DAY OF
JUNE 19 98.

MY COMMISSION EXPIRES: 12/4/99

x 
ANTHONY BERNARD, P.A. NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

PREPARED BY: ANTHONY BERNARD
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MIAMI, FL. 33157
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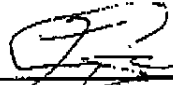
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CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISION OF SEC. 617.0501, FLORIDA STATUE, THE UNDERSIGN CORPORATION ORGANIZE UNDER THE LAW OF THE STATE OF FLORIDA , SUBMITTED THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE\REGISTERED AGENT IN THE STATE OF FLORIDA; THE NAME OF THE CORPORATION IS: CENTER FOR YOUTH AND CHILDREN SERVICES, INC., AND THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: THOMAS EDWARD GREER, JNR., 17401 SW 84TH COURT, MIAMI, FL. 33157.

HAVING BEEN NAME AS REGISTERED AGENT AND TO EXCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AND THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY EXCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY.

I FURTHER AGREED TO EXPLAIN WITH THE PROVISIONS OF ALL STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FIRMLY WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE
6/24/98

DATE

PREPARED BY: ANTHONY BERNARD
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