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December 16, 1998

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Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: The Central Charter School Foundation, Inc.

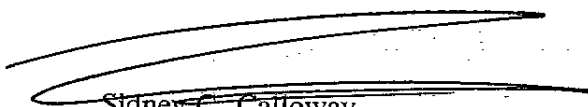
Dear Sirs/Madams:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named proposed non-profit Florida corporation. Also, you will find enclosed a check in the amount of \$131.25 representing payment for the filing fee, Designation of Registered Agent, certified copy and Certificate of Status. Kindly file the enclosed Articles of Incorporation and return a certified copy of the same to me along with the Certificate of Status as appropriate.

Thank you for your courtesies in this matter. I remain.

Sincerely yours,

SHUTTS & BOWEN, LLP


Sidney C. Calloway

SCC/yb
Enclosures

cc: Ms. Rosa Lawson

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ARTICLES OF INCORPORATION

THE CENTRAL CHARTER SCHOOL FOUNDATION, INC.

The undersigned acting as Incorporator of a Corporation under the Florida Not-for-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. CORPORATE NAME

The name of the Corporation hereinafter referred to as the Corporation is: THE CENTRAL CHARTER SCHOOL FOUNDATION, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business and the mailing address of the corporation shall be 4525 N. State Road 7, Lauderdale Lakes, FL 33319.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE V. NOT FOR PROFIT STATUS

The Corporation is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code of 1986 and to that end, the Corporation is empowered to hold any property or any undivided interest therein without limitation as to amount or value, to dispose of any such property and to invest and reinvest or deal with the principal or income in such manner, as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any as may be contained in the Instrument under which such property is received, the Articles of Incorporation, the bylaws of the Corporation or any applicable laws, to do any other act or thing incidental to or connected with a foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers, except as permitted under the Not-for-Profit Corporation law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes and no member, trustee, or 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.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in, including the publication, distribution of statements of any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation or the winding of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific testing for public safety, 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 hereinafter be amended or to the federal government or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of lawful jurisdiction in the County in which the Principal officer of the Corporation is then located, exclusively for such purposes or to such organizations where organizations, as said, the Court shall determine which are organized and operating exclusively for such purposes.

ARTICLE VI. MEMBERSHIP IN THE CORPORATION

The qualifications for members and the manner of their admissions shall be regulated by the article of incorporation or bylaws. Corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws. Membership in the Corporation shall be terminated in the manner provided by the articles of incorporation or bylaws, and unless other provided for in the articles of incorporation or bylaws, all the rights and privileges of a member shall cease on termination of membership. Members of the corporation are not entitled to vote except as conferred by the articles of incorporations or the bylaws.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Sidney C. Calloway, Esquire
Shutts & Bowen, LLP
First Union Center, Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for the Central Charter School Foundation, Inc., in accordance with Florida law


Sidney C. Calloway, Registered Agent

ARTICLE IX. BOARD OF DIRECTORS

All Corporate powers must be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation. This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by bylaws but shall never be less than three(3). The directors of the Corporation shall be elected or appointed in the manner and for the term provided for in the articles of incorporation or bylaws.

ARTICLE X. INITIAL DIRECTORS

The name and address of the Initial Directors who shall serve as the Director until the first annual meeting of the members or until their successors have been elected and qualified are:

Art Kennedy
2701 W. Oakland Park Blvd.
Suite 200
Fort Lauderdale, FL 33311

Rosa J. Lawson
2701 W. Oakland Blvd
Suite 200
Fort Lauderdale, FL 33311

Charles West
500 East Broward Blvd.
Suite 100
Fort Lauderdale, FL 33394

Carlton Moore
6555 Powerline Road
Suite 214
Fort Lauderdale, FL 33309

Sylvia Poitier
283 SW 1st Terrace
Deerfield Beach, FL 33441

David Butler
1322 Brickell Drive
Fort Lauderdale, FL 33301

Sidney C. Calloway, Esquire
Shutts & Bowen, LLP
First Union Center, Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

ARTICLE XI. INCORPORATOR

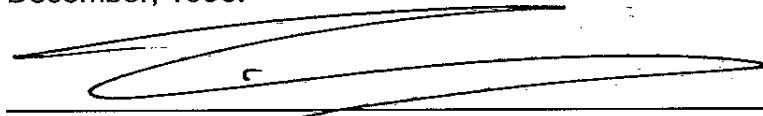
The name and address of the initial Incorporator is:

Sidney C. Calloway, Esquire
Shutts & Bowen, LLP
First Union Center, Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended only in the manner provided by these articles incorporation or the bylaws.

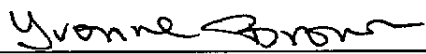
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, this 17th day of December, 1998.



Incorporator, Sidney C. Calloway, Esquire

State of Florida)
) ss:
County of Broward)

The foregoing Instrument was executed and acknowledged before me, this 17th day of December, 1998.



Notary Public, State of Florida at Large

My Commission Expires:



Yvonne Brown
My Commission CC641057
Expires April 23, 2001

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