

BETA BUSINESS SYSTEMS

11029 NW 27 AVE

Miami, Fl. 33167

(305) 687-2382

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 AM 10:53

N 99000003260

May 20, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

100002882471--1
-05/21/99--01074--011
****122.50 *****78.75

Dear Sir/Madame,

Enclosed please find the Articles of Incorporation for Life and Learning Centers of South Florida, Inc. and the corresponding fee of \$122.50 for a certified copy, the registered agent and the incorporation fee. If you have any questions concerning this application, please feel free to contact me at (305) 687-2382. I will be more than happy to entertain your queries. In addition, please forward the certified copies to my attention at the above address.

Thank you very much for your attention to this matter.

Sincerely,


Bettye Lewis
Accountant

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D. BROWN MAY 26 1999

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ARTICLES OF INCORPORATION

LIFE AND LEARNING CENTERS OF SOUTH FLORIDA, INC.

The undersigned acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be:

Life and Learning Centers of South Florida, Inc.

The principal place of business of this corporation shall be:

11029 NW 27 Avenue

Miami, FL 33167

ARTICLE II

The period of the duration of this corporation is Perpetual "Filing with the Secretary of State" unless dissolved according to law and shall engage in any activity or business permitted a non-profit entity under the laws of the United States, of the State of Florida and within the restrictions of Internal Revenue Code 501(c)(3).

ARTICLE III

The purpose (purposes) for which the corporation is organized is (are): This is a non-stock, non-profit corporation. This corporation will engage in , but shall not be limited to the following activities: Substance abuse services, at risk youth services, assessment services and HIV/AIDS outreach services.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, 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. Said corporation is organized exclusively for charitable, religious, and educational 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 of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization 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.

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 corresponding section of any future Federal tax code) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501(c)(3) purposes. 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 publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office

ARTICLE IV

The number constituting the initial Board of directors of the corporation is not more than five (5) and the names and addresses of the persons who are to serve initially are: (not less than 3)

Bettye Lewis-Pres	17131 NW 44 Ave	Opa Locka, Fl 33055
Pamela Brown-Secy	7943 NW 14 Ct.	Miami, Fl 33147
Jacqueline Sheir-Treas	2231 NE 202 St.	Aventura, Fl 33169

The conditions for appointment/election of the position of Director shall be stated in the bylaws.

ARTICLE V

This corporation is organized under a non - stock basis.

ARTICLE VI

In the event of dissolution, the residual assets of the organization 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 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VII

The name and address of each incorporator is:

Bettye Lewis
17131 NW 44th Avenue
Opa Locka, Fl 33055

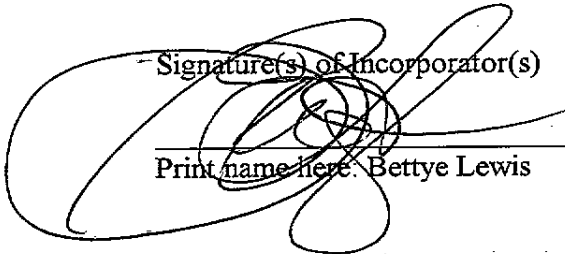
ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

ARTICLE IX

Directors of the corporation shall not be liable to either the corporation or it's members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or it's members; (2) acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned incorporator(s) had (have) executed these Articles of Incorporation this 20th day of May, 1999.


Signature(s) of Incorporator(s)
Print name here: Bettye Lewis

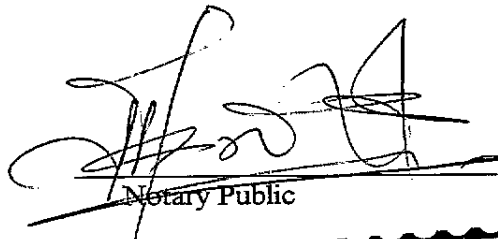
**STATE OF FLORIDA
COUNTY OF DADE**

THE FOREGOING instrument was acknowledged and sworn to before me

this 20th day of May, 1999,

by Bettye Lewis (name of incorporator)

of Life and Learning Centers of South Florida, Inc.


Notary Public

My Commission Expires:

SAIYED SHABBAR JAWAID
Notary Public - State of Florida
My Commission Expires Mar 29, 2003
Commission # CC821661

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: Life and Learning Centers of South Florida, Inc.

2. The name and address of the registered agent and office is:

Bettye Lewis
17131 NW 44th Avenue
Opa Locka, FL 33055

SIGNATURE

TITLE: Incorporator

DATE

[Handwritten Signature]
5/20/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

[Handwritten Signature]
5/20/99