

**CULTURAL PARALAX GROUP, INC.**

210 N.E. 48<sup>th</sup> Terrace  
Miami, Florida 33137

P.O. Box 1062  
Miami, Florida 33137

305 751-8057

N99000003894

June 17, 1999

(Mailing Address: )  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100002912991--2  
-06/23/99--01036--003  
\*\*\*122.50 \*\*\*\*\*78.75

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: CULTURAL PARALAX GROUP, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for CULTURAL PARALAX GROUP, INC., to be incorporated as a Florida Not-For-Profit corporation.

Enclosed please also find a check in the amount of \$122.50 to cover the cost of filing, registered agent, and certified copy of the Articles. A self addressed and pre-stamped "two day mail" envelope is enclosed for your convenience.

Thank you for your prompt attention to this filing.

Sincerely,



Bruce N. Cole  
Registered Agent & Initial Incorporator

FILED  
99 JUN 23 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE CULTURAL PARALAX GROUP, INC.  
A FLORIDA NONPROFIT CORPORATION

Article 1.      Name.              The name of the Corporation is: THE CULTURAL PARALAX GROUP, INC.  
INC.

Article 2.      Duration.              The duration of the Corporation is perpetual.

Article 3.      Purposes.              The purpose of the Corporation is as follows:

- A. This Corporation is a not-for-profit corporation organized under chapter 617 of, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are to provide to the public, of all ages, cultural materials of an educational and critical thinking nature in an innovative and fresh manner through all the various forms of media.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4.      Members.              The Corporation shall have Voting members, who shall be elected (and may be removed) by the Voting members, and who shall have the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting member is as follows:

<u>Name</u>	<u>Address</u>
George Blackwell	10901 C SW 113 <sup>th</sup> Place Miami, FL 33176
Christine Cabral	660 NE 78 <sup>th</sup> Street Miami, FL 33138
Bruce N. Cole	210 NE 48 <sup>th</sup> Terrace Miami, FL 33137

Article 5.      Initial Registered Agent and Office.              The initial registered agent is Bruce N. Cole and the initial registered office is 210 NE 48<sup>th</sup> Terrace Miami, Florida 33137.

Article 6.      Initial Board of Directors.              The initial Board of Directors shall have 3 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
George Blackwell	10901 C SW 113 <sup>th</sup> Place Miami, FL 33176
Christine Cabral	660 NE 78 <sup>th</sup> Street Miami, FL 33138
Bruce N. Cole	210 NE 48 <sup>th</sup> Terrace Miami, FL 33137

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title:	Name	Address
President	George Blackwell	10901 C SW 113 <sup>th</sup> Place Miami, FL 33176
Secretary	Christine Cabral	660 NE 78 <sup>th</sup> Street Miami, FL 33138
Treasurer	Bruce N. Cole	210 NE 48 <sup>th</sup> Terrace Miami, FL 33137

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TALLAHASSEE, FLORIDA

Article 8. Incorporators The names and addresses of the Incorporators of this corporation are:

Name	Address
George Blackwell	10901 C SW 113 <sup>th</sup> Place Miami, FL 33176
Christine Cabral	660 NE 78 <sup>th</sup> Street Miami, FL 33138
Bruce N. Cole	210 NE 48 <sup>th</sup> Terrace Miami, FL 33137

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Articles 10. Corporate Address. The street address of the Corporation's initial principal office is Bruce N. Cole at 210 N.E. 48<sup>th</sup> Terrace in Miami, Florida 33137 and the Corporation's mailing address is P.O. Box 1062 Miami, Florida 33137.

17 IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of June, 1999.

*B. Cole*

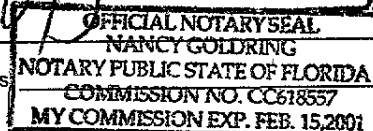
Bruce N. Cole, as incorporator and registered agent of  
THE CULTURAL PARALAX GROUP, INC.  
A Florida Nonprofit Corporation

Acknowledged before me on June 17, 1999 by Bruce N. Cole  
who is personally known to me OR who produced FLA. DRIV. License as identification, and who  
executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose  
therein expressed.

Notary Public - State of Florida  
Name: Nancy Goldring

Commission No.:

My Commission Expires:



I accept designation as registered agent:

*B. Cole*