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CORDON LAW OFFICES

335 Northwest 54th Street
Miami, Florida 33127

Telephone: (305) 759-2446

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- Admitted Before The Federal and Florida Bars -

Ron Cordon, Esquire

Marlie Cordon, Esquire

September 23, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

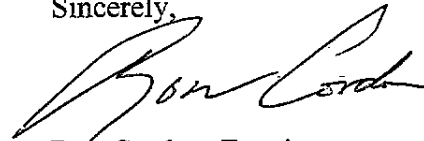
**RE: Articles of Incorporation of EDUCARE, INC.
Michel, Jacques E.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 from:

JACQUES E. MICHEL
7975 Southwest 198th Street
Miami, Florida 33189
Phone: (305) 238-9035

Sincerely,



Ron Cordon, Esquire

RC/sfm

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation shall be EDUCARE, INC.

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ARTICLE II - DURATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to provide non-profit educational support and assistance in the Miami-Dade County, Florida marketplace and to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

There will be no capital stock issued as this Corporation will be non-profit and community owned.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 335 Northwest 54th Street, Miami, Florida 33127, telephone 305.759.2446, and the initial registered agent shall be RON CORDON, ESQUIRE, who, upon having accepted this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office address of this Corporation shall be 7975 Southwest 198th Terrace, Miami, Florida 33127; telephone 305.238.9035.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time by the vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than five (5). The names and addresses of the Directors constituting the initial Board of Directors are:

NAME

ADDRESS

ROSIE ANDRE, President

18440 Southwest 87th Avenue
Miami, Florida 33157

ROSE BLOT, Vice President

15600 Northwest 7th Avenue
Apartment No. 806
Miami, Florida 33169

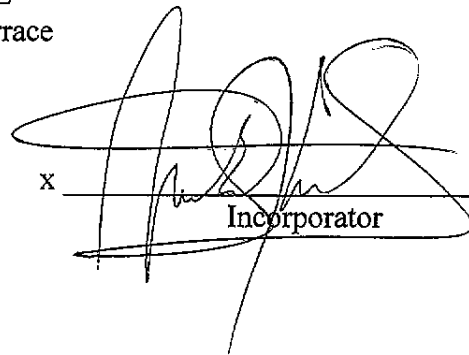
JOHN EDMOND, Secretary/Treasurer

1235 Northwest 112th Street
Miami, Florida 33167

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

JACQUES E. MICHEL
7975 Southwest 198th Terrace
Miami, Florida 33189

x 
Incorporator

ACKNOWLEDGEMENT

ARTICLES OF INCORPORATION
for
EDUCARE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the EDUCARE, INC., at the place designated in these Articles of Incorporation, RON CORDON, ESQUIRE, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such an office.

Date: July 20th, 1999



RON CORDON, ESQUIRE
Registered Agent

CORDON LAW OFFICES
335 Northwest 54th Street
Miami, Florida 33127

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TALLAHASSEE, FLORIDA

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