

TAX-MACK, USA

"OUR AIM YOUR GAIN"

ACCOUNTING • TAX CONSULTANT • NOTARY

9820 NORTHWEST 7TH AVENUE
MIAMI, FLORIDA 33150
TELEPHONE: 305 696-6565 • 693-5195
FAX: 694-1944

TM
USA

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August 23rd, 2000

Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed a check in the amount of \$70.00 for the articles of incorporation of
Computer Tutoring By TMack, Inc.

Sincerely,

Ketlie K. Daniels
Ketlie K. Daniels

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA 5/12/00

ARTICLES OF INCORPORATION OF COMPUTER TUTORING BY TMACK, INC.

WE, The Undersigned, desirous of forming a Corporation not-for profit under the laws of the State of Florida, having associated ourselves together for such purpose, submits the following Articles Of Corporation:

ARTICLE I - NAME

The name of this Corporation shall be. **COMPUTER TUTORING BY TMACK, INC.**

ARTICLE II - TERM

This Corporation shall have perpetual existence unless dissolved sooner by operation of Law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business for the Corporation shall be:

9820 N.W.7th Avenue, Miami, Florida 33147

ARTICLE IV - PURPOSES

Section 1. This Corporation is being formed exclusively for charitable purpose and will be empowered to engage primarily in activities providing Tutoring and Computer Service to underprivileged Kids, and others that make themselves available to the services.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF COMPUTER TUTORING BY TMACK, INC.

of propaganda, or otherwise attempting to influence legislation in or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, this Corporation, shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation. No person, firm, or corporation shall ever receive any dividends or profit from the undertakings of this corporation; and upon dissolution of this corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State or Local government for public purpose, Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE V - POWERS

This Corporation shall exercise these powers conferred by Florida Statutes for Corporations Not For Profit and such shall be limited to only those powers that are in furtherance of the charitable and exempt purpose of the Corporation.

ARTICLE VI - MEMBERSHIP

Membership in this Corporation shall consist of the initial subscribers to these

ARTICLES OF INCORPORATION OF COMPUTER TUTORING BY TMACK, INC.

Articles and other persons who from time to time may be elected to membership by the Board of Directors at any regular meeting or special meeting called for such purposes in accordance with their support and interest in the Corporation's activities.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who are elected or appointed by the President consisting of not more than six (6) and never less than three (3) Directors. The Board of Directors are volunteers, who are willing to donate their time and effort whenever needed. Those persons who will serve as Directors until the annual meeting of the membership and/or until their successors are elected are as follows:

Torrence D. Mack, President/Dir
J. D. Mack, Treasurer/Dir
Roger Carter, Dir

2864 S. Cambridge Lane, Cooper City, Fl 33026
870 N.W. 168th Terrace, Miami, Fl 33169
19110 NW 14 Road, Miami, Fl 33169

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall be President, Vice President, and other officers as may be elected or appointed by the Board of Directors from time to time. The names of the names, addresses and titles of those persons who will serve as officers until their successors are elected are as follows:

Torrence D. Mack, Pres.
J. D. Mack, Treasurer
Kettie K. Daniels, Secy.

2864 S. Cambridge Lane, Cooper City, Fl 33026
870 N.W. 168th Terrace, Miami, Fl 33169
17560 N.E. 6th Avenue, N. Miami Bch, Fl 33162

ARTICLES OF INCORPORATION OF COMPUTER TUTORING BY TMACK, INC.

ARTICLE IX - CAPITAL STOCK

This Corporation shall issue no capital Stock to its members.

ARTICLE X - BY-LAWS

The By-Laws of this Corporation shall be adopted, altered, amended or rescinded by a majority of the Board of Directors at any regular meeting or special meeting called for such purpose, providing all quorum and notice requirements are met.

ARTICLE XII - REGISTERED AGENT

The Registered Agent authorized to accept service of process on behalf of the Corporation shall be Torrence D. Mack

ACCEPTANCE BY REGISTERED AGENT

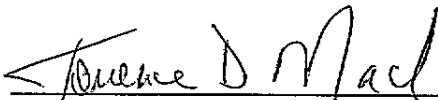
Having been designated to serve as the Registered Agent for the foregoing Corporation, I hereby accept this obligation to accept Service of process at 9820 N.W. 7th Avenue, Miami, Fl 33150.

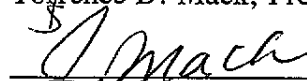

REGISTERED AGENT

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF COMPUTER TUTORING BY **T**MACK, INC.

IN WITNESS, We being Citizens of the United States and competent to contract,
hereby set our hands and seals on these Articles of Incorporation on this 23rd day of August
2000 A. D.


Torrence D. Mack, Pres./ Director.


J.D. Mack, Treas. / Director


Kettie k. Daniels, Sec.

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, did personally appear Incorporators Torrence Mack,
J.D. Mack & Kettie K. Daniels, to me known to be the persons described in the foregoing
Articles of Incorporation and after being duly SWORN, acknowledges execution of same as
their deeds and acts for the purposes expressed therein on this 23rd day of August, 2000 at
Miami, Dade County, Florida.


NOTARY PUBLIC

