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September 26, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400003408054--5
-09/28/00--01063--004
*****43.75 *****43.75

Enclosed please find a check in the amount of \$43.75.

\$35.00 - Filing fee for Articles of Incorporation
8.75 - Certified Copy to be returned in the enclosed self-address
stamped envelope.

400003408054--5
-10/09/00--01028--025
*****35.00 *****35.00

Return certified copy to Wilkie D. Ferguson, Jr.
299 E. Broward Blvd.
Suite 207B
Ft. Lauderdale, Florida 33301

954 769-5470

FILED
2000 OCT -9 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-2415
BC 10/9

ARTICLES OF INCORPORATION OF

PROJECT SMART, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

PROJECT SMART, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation will engage in mentoring and tutoring inner-city youth in the State of Florida, with the goal of assisting in their development of verbal, writing, technical and mathematic skills, self-esteem, social behavior and good study habits.

ARTICLE III - CAPITAL STOCK

It is not intended that this corporation issue stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be:

1835 N.W. 54th Street
Miami, Florida 33142

and the name of the initial Registered Agent for the corporation at that address is Donald Butler.

ARTICLE V - INITIAL DIRECTORS

Alma Brown, President, 301 NW 51st Street, Miami, FL 33127-2160
Agenoria Paschal-Powell, V-Pres., 20030 NW 63rd Place, Miami, FL 33015-2173
Mildred Byrd, Secretary, 2190 NW 58th Street, Miami, FL 33142-7817
Dana Moss, Treas., 8523 NW 164th Street, Miami Lakes, FL 33016-6151
Donald Butler, 6001 Chapman Field Dr., Pincrest, FL 33156
Valjane Collington, 5301 NW 180th Ter., Miami, FL 33055-3161
Wilkie D. Ferguson, Jr., 299 E. Broward Blvd., Ft. Lauderdale, FL 33301
Whittington B. Johnson, 11021 SW 117th Street, Miami, FL 33176

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Marcia Pinkney-Adekambi, 7420 NW 17th Ct, Miami, FL 33147-6106
Kathy Sands-Jones, 350 NW 158th Avenue, Pembroke Pines, FL 33028

ARTICLE VI - SPECIAL PROVISIONS

This corporation is intended to qualify under Title 26 U.S.C. § 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII - TERM OF EXISTENCE

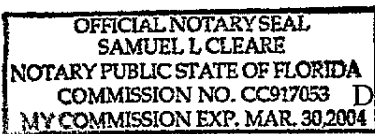
This corporation shall exist perpetually.

The foregoing instrument was acknowledged by me this 24th day of SEPTEMBER, 2000 by: ALMA BROWN

Alma Brown
(Affiant)

Samuel L. Cleare (SEAL)
Notary Public
State of Florida

My Commission Expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

PROJECT SMART, INC.


a corporation organized under the laws of the State of Florida, with its principal office located at:

1835 N.W. 54th St., Miami, FL 33142 has named Donald Butler, whose address is the same as the principal office as its Agent to accept service of process within this State.

ACCEPTANCE:


I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

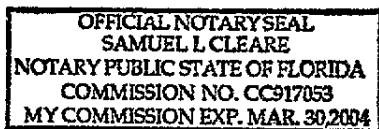


State of Florida)
SS
County of Dade)

The foregoing instrument was acknowledged by me this 24th day of September 2000,
by: Donald Butler who is/~~are~~ personally known by me or who has/have produced:
_____ as identification and who did take an oath.


_____(SEAL)
Notary Public
State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA