



P96000073967

Thursday, 29 August, 1996

01 SEP 29 2013 47
TALLAHASSEE, FLORIDA

BOARD OF DIRECTORS

Officers

Dr. Ray Young
President
Deborah Johnson
Secretary
Vernell C. Anderson
Treasurer

Members

Constance E. Allen
Reginald Clyburn, Esq.
Clarence W. Lewis
T. Wilford Lee
Bernard E. Tucker
Howard H. Hines, Jr., M.D.
John A. Holt
Ken Mason
Congresswoman Carrie P. Meek
Dr. Douglas Moore
Gail C. Rivers
Neil Robinson
Dorothy Stewart
Kathryn Johnson Street
James H. Black
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

8000001936998
-09/04/96--0163--003
****122.50 ****122.50

Gentlemen:

SUBJECT: EDUCATIONAL ADVANCEMENT SYSTEMS, INC.

Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificate designating the place of business and registered agent. A check/money order 2357, in the amount of \$122.50, is enclosed.

Please file both the Articles and Certificate of Designation for each corporation and return a filed marked certified copy of each document to the following address:

**WILLIAM C. YOUNG, JD
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150**

Thank you for your attention to this matter.

Very truly yours,

William C. Young, JD

WCY:jad

Enclosures

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N W 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OF

EDUCATIONAL ADVANCEMENT SYSTEMS, INC.

11337 SW 167TH ST
MIAMI, FL 33157
FLORIDA

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is EDUCATIONAL ADVANCEMENT SYSTEMS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 11337 SOUTHWEST 167TH STREET, MIAMI, FLORIDA 33157.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue 5,000 shares of common stock with a par value of \$1.00. All stock shall be of one class. The Board of Directors may authorize the

issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 11337 SOUTHWEST 167TH STREET, MIAMI, FLORIDA 33157 and the registered agent at that office is YVETTE PHILIP.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

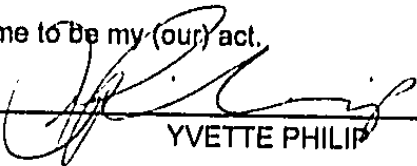
YVETTE PHILIP
11337 SOUTHWEST
167TH STREET
MIAMI, FLORIDA 33157

ARTICLE IX: INCORPORATOR(S)

The Incorporator(s) of the Corporation is (are) as follows:

YVETTE PHILIP
11337 SOUTHWEST 167TH STREET
MIAMI, FLORIDA 33157

IN WITNESS WHEREOF, I, YVETTE PHILIP, the undersigned incorporator(s), have signed these Articles of Incorporation on this 28th day of August, 1996, and acknowledged the same to be my (our) act.


YVETTE PHILIP

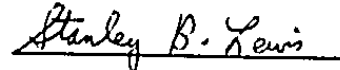
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of August, 1996 by YVETTE PHILIP, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a State of Florida driver's license as identification.

NOTARY PUBLIC:

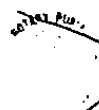
SIGN:



PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

 STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

FILED 1996
AUG 28 1996
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

-3 1310:47

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes,
the following is submitted, in compliance with said Acts:

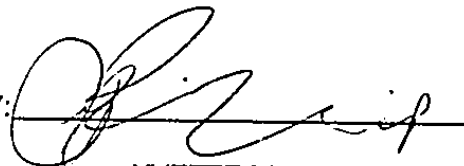
First--That EDUCATIONAL ADVANCEMENT SYSTEMS, INC., desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at City of **MIAMI**, County of **Dade**, State of Florida, has named YVETTE
PHILIP, at 11337 SOUTHWEST 167TH STREET, in the City of MIAMI, County of DADE,
State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY:



YVETTE PHILIP

DATE:

8/28/96