



P98000051497

June 5, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.
T. Willard Fair
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Eialne H. Black,
Executive Director

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

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-06/08/98--01032--014

****122.50 ****122.50

RE: Articles of Incorporation for
SMALL TALK LEARNING CENTER, INC.,

Dear Sir/Madam:

Enclosed please find the following regarding the
above-referenced corporation:

- (1) original and one copy of Articles of Incorporation;
- (2) original and copy of Certificate Designating Place
of Business and Registered Agent; and
- (3) money order #68546664011 in the sum of \$122.50
payable to Florida Department of State.

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

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

CP
Café

ARTICLES OF INCORPORATION
OF
SMALL TALK LEARNING CENTER, INC.

FILED
98 JUN -8 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SMALL TALK LEARNING CENTER, 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 at 755 NE 130 Street, Miami, Florida 33161.

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 purposes for which the Corporation is organized are 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 Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. 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 is 755 NE 130 Street, Miami, Florida 33161, and TERESA FRAZIER is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two(2) directors 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:

TERESA FRAZIER
1051 NW 178 Terrace
Miami, Florida 33169

DIANE YARIV
3551 North Hills Drive
Hollywood, Florida 33021

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

TERESA FRAZIER
1051 NW 178 Terrace
Miami, Florida 33169

IN WITNESS WHEREOF, I, TERESA FRAZIER, the undersigned
incorporator, have signed these Articles of Incorporation on this
3rd day of June, 1998 and acknowledged the same to be my act.

Teresa Frazier
TERESA FRAZIER

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd
day of June, 1998 by TERESA FRAZIER, who personally appeared
before me at the time of notarization, and who has produced a
Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

First--That SMALL TALK LEARNING CENTER, 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 TERESA FRAZIER located at 755 NE 130 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-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Teresa Frazier
TERESA FRAZIER

DATE: 6/3/98

FILED
98 JUN -8 PM 1:47
CLERK OF STATE
TALLAHASSEE, FLORIDA