7000051

June 5, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips President

Hosea Butler, Jr.

Verbert C. Anderson

Treasurer

Members

Comelius E. Allen

Reginald Clyne, Esq.

T. Willard Falr

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neill Robinson

Dorothea Stewart David L. Wilson

Ejalne H. Black, Executive Director Department of State 800002550648---06/08/98--01032--014 Division of Corporation ****122.50 ****122.50 Post Office Box 6327

RE: Articles of Incorporation for

SMALL TALK LEARNING CENTER, INC,.

Dear Sir/Madam:

Tallahassee, Florida

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 Tollowing 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,

Starley B. Lewis Stanley B. Lewis

Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

SMALL TALK LEARNING CENTER, INC.

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

incorporator, have signed these Articles of Incorporation on this day of Jave, 1998 and acknowledged the same to be my act.

Jeresa Frazier

STATE OF FLORIDA)

COUNTY OF DADE)

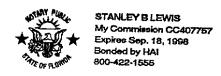
The foregoing instrument was acknowledged before me this 3rd day of <u>June</u>, 1998 by TERESA FRAZIER, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lowin

PRINT: Stapley B. Lewis

STATE OF FLORIDA AT LARGE



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 AgentACKNOWLEDGMENT:

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.

: <u>Jenesa Francei</u> TERESA FRAZIER

DATE: 6/3/98