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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : A90021 00140

AUTHORIZATION : *Patricia Pizets*

COST TYPE : 4 20.00

ORDER DATE : March 29, 1996

ORDER TIME : 11:55 AM

ORDER NO. : A90021

CUSTOMER NO: 00140

900001769389

CUSTOMER: Robert David Jones, Esq
EJCHS & JONES

590 Royal Palm Beach Boulevard

Royal Palm Bch, FL 33411

DOMESTIC FILING

NAME: MY BROTHER'S/SISTER'S KEEPER
SCHOLARSHIP FOUNDATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: David W. Langstaff

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96 MAR 29 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc4-2-96

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96 MAR 29 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MY BROTHER'S/SISTER'S KEEPER SCHOLARSHIP FOUNDATION, INC.

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

MY BROTHER'S/SISTER'S KEEPER SCHOLARSHIP FOUNDATION, INC.

The address of the principal office of this corporation shall be 155 Galiano Street, Royal Palm Beach, Florida 33411, and the mailing address of the corporation shall be the same.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt

from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Robert David Jones
590 Royal Palm Beach Boulevard
Royal Palm Beach, Florida 33411

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jess R. Santamaria
C.E.O./Pres.

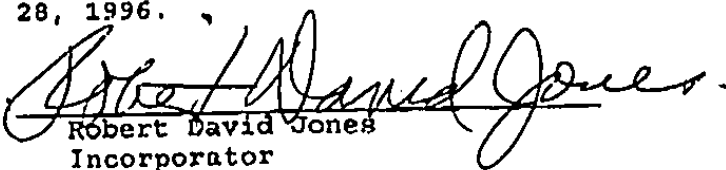
155 Galiano Street,
Royal Palm Beach, Florida 33411

ARTICLE VII.

The street address of the initial registered office of the corporation shall be 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, and the name of the initial registered agent of the corporation at that address is Robert David Jones.

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal on March 28, 1996.

By


Robert David Jones
Incorporator

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TALLAHASSEE, FLORIDA

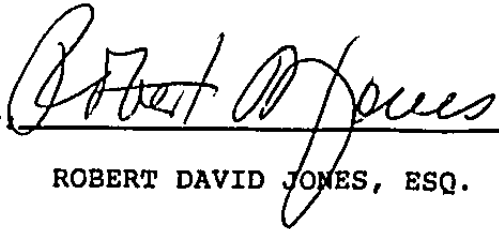
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT DAVID JONES, ESQ., an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MY BROTHER'S/SISTER'S KEEPER SCHOLARSHIP FOUNDATION, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By



ROBERT DAVID JONES, ESQ.