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Reply to Cocoa

June 7, 1996

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32301

RE: Black Business Association of Brevard, Inc.

Dear Sir:

Enclosed please find the following:

1. Original and one (1) copy of
Articles of Incorporation
2. Resident Agent Certificate
3. Check for \$122.50 for the following fees:
 - a. Filing Fee\$35.00
 - b. Certified copy of Articles....52.50
 - c. Registered agent certificate..35.00

Total \$122.50

Yours truly,

PEARL CROSBY SMITH

PCS/jdk
Enclosure

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ARTICLES OF INCORPORATION

OF

BLACK BUSINESS ASSOCIATION OF BREVARD, INC.,

A FLORIDA NONPROFIT CORPORATION

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby associate herself into a corporation for the purpose and with the powers hereinafter mentioned; and to that end I do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of this corporation is BLACK BUSINESS ASSOCIATION OF BREVARD, INC., a corporation not for profit.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable, educational and civic purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the promotion and advancement of black businesses in the Brevard County area, to assistant minority students by awarding scholarships, and to sponsor activities for minority youth and senior citizens and to do any and all other activities permitted under the Florida Statutes for non profit corporations.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - QUALIFICATION OF MEMBERS

The membership of this corporation shall be open to all minority business owners in Brevard County, Florida.

ARTICLE VI - SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Laverne Wilcox Woodard	956 N. U.S.1, Suite 1107 Cocoa, FL 32922

ARTICLE VII - OFFICERS

Section 1. The initial officers of this corporation shall be a President, Secretary, and Treasurer, and such other officers as may be provided in the By-Laws. The term of the officers shall be one (1) year unless terminated sooner as per the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the election by the membership are:

President	Laverne Wilcox Woodard
Vice President	Andrew Gilbert
Secretary	Denise Smith-Gregory
Correspondence Secretary	Marilyn Smith
Treasurer	Mary Baker
Parliamentarian	Pearl Crosby Smith

Section 3. The officers shall be elected at the annual meeting of the members of the corporation.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by a Board of Directors. The number of directors and the manner in which they are to be elected shall be set out in the By-Laws.

Section 2. The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Laverne Wilcox Woodard	956 N. U.S. 1, Suite 1107, Cocoa, FL 32922
Andrew Gilbert	6767 N. Wickham Rd., #111, Melbourne, FL
Marilyn Smith	252 Barton Blvd., #1801, Rockledge, FL
Mary Baker	1451A University Blvd, Melbourne, FL
Pearl Crosby Smith	550 So. Cocoa Blvd., Cocoa, FL 32922
Denise Smith-Gregory	178 Maritime Place, Rockledge, FL 32955

ARTICLE IX - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded upon recommendation thereof by the Board of Directors to the members, and thereafter approved by a majority of the members at any special or regular meeting.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended at a special

meeting of the membership called for that purpose, such Amendments to be proposed by the Board of Directors and approved by a majority vote of those members present.

ARTICLE XI - LOCATION

The principal place of business of this corporation shall be 956 N. U.S.1, Suite 1107, Cocoa, Brevard County, Florida 32922.

ARTICLE XII - MEETINGS

Regular and special meetings shall be held pursuant to the terms of the By-Laws.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 956 N. U.S.1, Suite 1107, Cocoa, FL 32922; and the name of the initial registered agent of this corporation at that address is LAVERNE WILCOX WOODARD.

ARTICLE XIV - CORPORATE POWERS

This nonprofit corporation shall have all the power set forth in Chapter 617 of the Florida Statutes, notwithstanding anything herein to the contrary.

ARTICLE XV - DEDICATION OF ASSETS

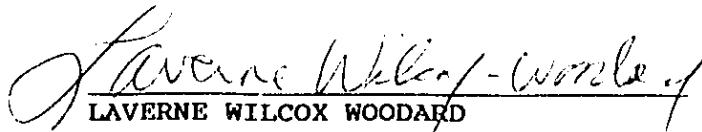
The property of this corporation is irrevocably dedicated to non profit purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, of member thereof, or to the benefit of any private individual.

ARTICLE XVI - DISTRIBUTION OF ASSETS

Upon the dissolution of winding up of this corporation, its

assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

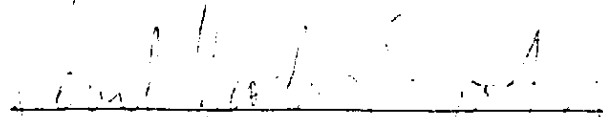
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 6th day of June, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

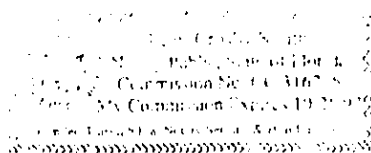

LAVERNE WILCOX WOODARD

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LAVERNE WILCOX WOODARD, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of June, 1996.


Notary Public
My Commission Expires:


Notary Public Seal of the State of Florida
My Commission Expires 12/31/99

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BLACK BUSINESS ASSOCIATION OF BREVARD, INC. , desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 956 N. U.S.1, Suite 1107, Cocoa, Brevard County, Florida 32922, has named LAVERNE WILCOX WOODARD, whose address is, 956 N. U.S.1, Suite 1107, Cocoa, Brevard County, Florida 32922, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at 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: Laverne Wilcox Woodard
Resident Agent

Date: June 6, 1996

FILED
JUN 10 1996
CLERK