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Ronald L. Book, P. A.

LAW OFFICES

PROFESSIONAL ASSOCIATION

August 30, 2005

Sent via Federal Express

Florida Department of State
Attention: Doris Brown
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Urban Initiatives, Inc. - Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find the original and one (1) copy of Articles of Incorporation for **Urban Initiatives, Inc.**

Please file the Articles and return to us a certified copy. Enclosed please find a check in the sum of \$78.75, representing the \$70.00 filing and designation of resident agent fee, and \$8.75 for one (1) certified copy.

Thank you.

Sincerely,



Ronald L. Book

RLB:jpm

Enclosure(s)

REPLY TO:

- Concorde Center 2 - 2999 Northeast 191 Street, PH 6 - Aventura, Florida 33180 - Telephone (305) 935-1866 - Fax (305) 935-9737
- 204 South Monroe Street, Suite 105 - Tallahassee, Florida 32302 - (850) 224-3427

ARTICLES OF INCORPORATION
OF

Urban Initiatives, Inc.

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Willis Howard, II, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Urban Initiatives, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS

The initial Registered Office of this corporation shall be located at: 2999 N.E. 191st Street, Penthouse 6, Aventura, Florida 33180, and the name of the initial Registered Agent of this corporation at said address shall be: Ronald L. Book. The business address of this corporation shall be: 17300 N.W. 68th Avenue, Apartment 103, Miami, Florida 33015.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director: Willis Howard, II, 17300 N.W. 68th Avenue, Apartment 103, Miami, Florida 33015. The number of persons serving as directors shall never exceed ten.

ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Willis Howard, II, 17300 N.W. 68th Avenue, Apartment 103, Miami, Florida 33015, President and Vice-President; and Willis Howard, Sr., 5861 N.W. 32nd Avenue, Miami, Florida 33142, Secretary and Treasurer.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Willis Howard, II, 17300 N.W. 68th Avenue, Apartment 103, Miami, Florida 33015.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter

Ronald L. Book, Esquire
Ronald L. Book, P.A.
2999 N.E. 191st Street, Penthouse 6
Telephone: (305) 935-1866 - Florida Bar Number: 257915

prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator, Willis Howard, II, 17300 N.W. 68th Avenue, Apartment 103, Miami, Florida 33015, subscribed to these Articles of Incorporation this 31 day of August, 2005.

Willis Howard II
WILLIS HOWARD, II

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared **Willis Howard, II**, to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, (*) who is personally known to me, () who has produced _____ as identification and who () did () did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 31st day of August, 2005.

Janet P. Magin
Notary Public, State of Florida



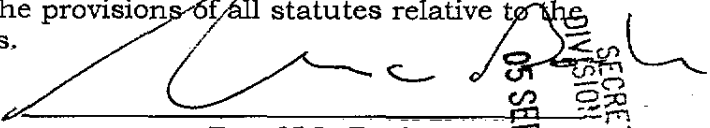
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

That Urban Initiatives, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Ronald L. Book as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Ronald L. Book

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