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June 14, 1995

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

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****122.50 ****122.50

BOARD OF DIRECTORS

Officers

Dr. Ray Phillips
President
Harold Butler, Jr.
Secretary
Vincent L. Anderson
Treasurer

Members

Caroleen E. Allen
Margaret E. Chynoweth
E. Woodford
Ronald E. Truitt
Howard V. Gray
Howard H. Hays, Jr. MD
John A. Holt
George E. Hopburn, Jr.
George E. Kiser, Esq.
Ken Kiser
Congresswoman Carrie P. Meo
Gail C. Ramsey
Paul Robinson
Dorothy Stewart
Kenton Johnson, Sr.
Hans H. Black
Executive Director

RE: Articles of Incorporation:
MAJESTIC, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, along with check #10837, which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

WCF-12339
502
JUN 20 1995 BSB

Encls.

FILED
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JUN 21 1995 BSB

JUN 21 1995

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1995

STANLEY B. LEWIS ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7TH AVENUE
MIAMI, FL 33150

SUBJECT: MAJESTIC, INC.
Ref. Number: W95000012539

We have received your document for MAJESTIC, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 395A00030208



July 14, 1995

BOARD OF DIRECTORS

Officers

Dr. Roy Phipps
President
Howard Butler, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Conrad E. Allen
Reginald Chyn, Esq.
T. Wilford Fox
Ronald E. Ingram
Howard Dickey, Jr., MD
John A. Holt
Ken Mason
Congresswoman Carrie H. Meek
Dr. Rudolph Moore
Griffith C. Ransaw
Neil Robinson
Dorothy Stewart
Kagran Johnson Street
Eugene H. Black,
Executive Director

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

RE: Articles of Incorporation: MAJESTIC, INC.
Reference number #W95000012539

Dear Sir/Madam:

In response to your letter dated June 20, 1995 for the above-referenced corporation requesting that we submit a new name, please find enclosed an original and one copy of the Articles of Incorporation for JCG-AMAG MAJESTIC, INC., Certificates Designating Place of Business and Registered Agent.

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

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,

Stanley B. Lewis, Esq.
Attorney At Law

SL/ed
Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft/articles/tfrc/jcg-amag.maj

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

ARTICLES OF INCORPORATION
OF
JCG-AMAG MAJESTIC, INC.

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1995

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is JCG-AMAG MAJESTIC, 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 8825 S.W. 178th Terrace, Perrine, Florida 33157.

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 purpose for which the Corporation is organized is 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 8825 S.W. 178th Terrace, Perrine, Florida 33157 and the registered agent at that office is ANNIE M. GRIFFIN.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director 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:

ANNIE M. GRIFFIN
8825 S.W. 178th Terrace
Perrine, Florida 33157

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ANNIE M. GRIFFIN
8825 S.W. 178th Terrace
Perrine, Florida 33157

IN WITNESS WHEREOF, I, ANNIE M. GRIFFIN, the undersigned incorporator, have signed these Articles of Incorporation on this 14 day of July, 1995 and acknowledged the same to be my act.

Annie M. Griffin
ANNIE M. GRIFFIN

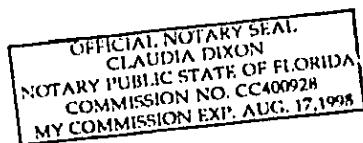
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 14th day of July, 1995 by ANNIE M. GRIFFIN, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Claudia Dixon

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

First--That JCG-AMAG MAJESTIC, 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 Perrine, County of Dade, State of Florida, has named ANNIE M. GRIFFIN at 8825 S.W. 178th Terrace, in the City of Perrine, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: *Annie M. Griffin*
ANNIE M. GRIFFIN

DATE: *July 16, 1995*