



THE UNITED STATES  
CORPORATION  
COMPANY

L98 000000020

ACCOUNT NO. : 072100000032

REFERENCE : 640245 7141677

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 285.00

ORDER DATE : December 17, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 640245-005

700002392827--1

CUSTOMER NO: 7141677

CUSTOMER: Mr. Joe McGhee  
MR. JOE MCGHEE

8120 Cleary Blvd.  
Villa 1216  
Fort Lauderdale, FL 33324

DOMESTIC FILING

NAME: BLACK PROFESSIONAL SERVICES  
NETWORK, LLC

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED LIABILITY COMPANY.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: *BK*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -7 PM 3: 15

RECEIVED  
98 JAN -7 PM 1: 25  
DIVISION OF CORPORATIONS

*1/7/98*

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BLACK PROFESSIONAL SERVICES NETWORK, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 8120 Cleary Boulevard, Villa 1216, Ft. Lauderdale, Florida 33324.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 years.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

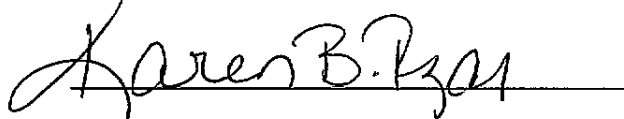
Joe McGhee	8120 Cleary Boulevard, Villa 1216 Ft. Lauderdale, Florida 33324
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Ivan Shew-A-Tjon	Same
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FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
90 AM - 7 PM 3:15

The undersigned authorized representative of a member of  
BLACK PROFESSIONAL SERVICES NETWORK, LLC hereby executes the  
Articles of Organization on this 7th day of January, 1998.

CORPORATION SERVICE COMPANY



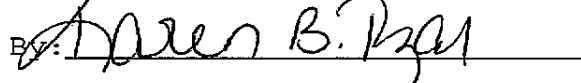
BY: Karen B. Rozar  
as its agent as authorized  
representative of BLACK  
PROFESSIONAL SERVICES NETWORK, LLC

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JAN - 7 PM 3:15

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
Limited Liability Company named above, and having been  
designated as the registered agent in the above and  
foregoing articles, is familiar with and accepts the obligations  
of the position of registered agent under Section 608.415 or  
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

BY: 

Its Agent, Karen B. Rozar

Dated: January 7, 1998

LMD/acp

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98 JAN -7 PM 3:15

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BLACK PROFESSIONAL SERVICES NETWORK, LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$15,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$15,000.00:
- 5) the total amount of 2, 3, and 4 is: \$30,000.00.



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of BLACK PROFESSIONAL SERVICE NETWORK, LLC


ACP

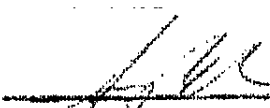
LIMITED POWER OF ATTORNEY

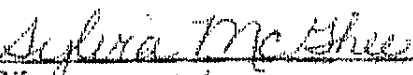
The undersigned hereby designates Corporation Service Corporation ("CSC") Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of BLACK PROFESSIONAL SERVICES NETWORK LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 6 day of

January 19 98.

  
\_\_\_\_\_  
Witness  
Evan Shaw-A-Tip  
Typed or Printed Name

  
\_\_\_\_\_  
Signature  
Joe McGhee  
Typed or Printed Name

  
\_\_\_\_\_  
Witness  
Sylvia McGhee  
Typed or Printed Name

FILED STATE  
SECRETARY OF CORPORATIONS  
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