

Pearl Crosby Smith
ATTORNEY-AT-LAW

Phone: (321) 636-2022
550 South Cocoa Blvd.
Suite A
Cocoa, Florida 32922

Fax: (321) 636-4074

January 23, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900004830539--6
-01/28/02--01050--019
*****78.75 *****78.75

RE: Certificate of Designation of Registered Agent

Dear Sir/Madam:

Enclosed please find the following:

- 1) Certificate of Designation of Registered Agent/Registered Office;
- 2) Articles of Incorporation; and
- 3) Check in the amount of \$78.75 (\$35 - filing articles, \$35 - filing registered agent, \$8.75 certified copy)

FILED
01 JAN 28 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yours truly,

Pearl Crosby Smith
PEARL CROSBY SMITH

PCS/tb

ARTICLES OF INCORPORATION

OF

BREVARD COUNTY MINORITY BUSINESS AND PROFESSIONAL NETWORK, INC.,

A FLORIDA NONPROFIT CORPORATION

FILED
01 JAN 28 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of BREVARD COUNTY MINORITY BUSINESS AND PROFESSIONAL NETWORK, INC., a natural person competent to contract hereby incorporate for the purpose and with the powers hereinafter mentioned and by these Articles of Incorporation, set forth the following:

ARTICLE I - NAME

The name of this corporation is, BREVARD COUNTY MINORITY BUSINESS AND PROFESSIONAL NETWORK, INC., a corporation not for profit.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable 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 is as follows:

- (a) To encourage and promote the utilization of minority business and professional services, whenever possible.
- (b) To promote the sharing of information among the minority businesses and professionals for the betterment of the community.
- (c) To establish a network of minority business owners and professionals for the purpose of

engendering mutual respect and communication.

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 persons, individuals and business owners, who are interested in the purposes of the corporation and desire to promote its goals.

ARTICLE VI - SUBSCRIBERS

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

NAME

ADDRESS

Pearl Crosby Smith

550 So Cocoa Blvd.
Cocoa, Fl 32922

ARTICLE VII - OFFICERS

Section 1. The initial officers of this corporation shall be a President, 1st Vice President, 2nd Vice 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: Pearl Crosby Smith, Esq.

1st Vice President: Daryl Turner, M.D.

2nd. Vice President: Kendall Moore, Esq.

Secretary: Kimberly Turner

Treasurer: Charles Jackson

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>
Ed Williams	4271 Careywood Dr. Melbourne, Fl 32934
Gay Williams	989 Sycamore Dr. Rockledge, Fl. 32955
Nancy Gee	4133 Long Leaf Dr. Melbourne, Fl. 32940
Kimberly Turner	1270 N. Wickham Rd. Suite 7 & 8 Melbourne, Fl 32934
Suzanne Jerkins	9 Orange Ave. Rockledge, Fl. 32955
Charles Jackson	2638 S. Harbor City Blvd. P.O. Box 2047 Melbourne, Fl. 32902
Kendall Moore	429 Cobblewood Dr. Rockledge, Fl 32955
Daryl Turner, M.D.	1270 N. Wickham Rd. Suite 7 & 8 Melbourne, Fl 32934
Pearl Crosby	550 so. Cocoa Blvd. Cocoa, Fl 32922

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 550 So. Cocoa Blvd., Cocoa, Brevard County, Florida.

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 and the name of the initial registered agent of this corporation at that address is Pearl Crosby Smith, 550 So Cocoa Blvd., Cocoa, Fl 32922 .

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.

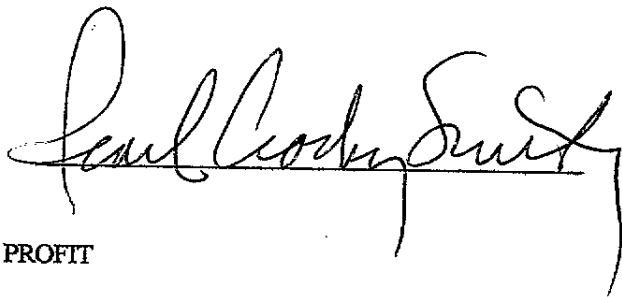
ARTICLE XV - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable 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, we, the undersigned subscribing incorporator, has hereunto set her hand and seal this 29th day of January, 2002, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



BREV.MIN.BUS.&PROF.--ARTICLES OF INCORP.-NON PROFIT

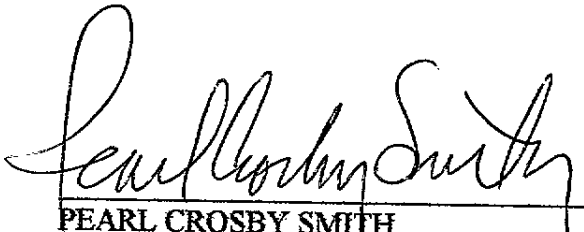
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607-0501, (617.0501 FOR NON PROFIT) FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Brevard County Minority Business and Professional Network, Inc.
2. The name and address of the registered agent and office is:
Pearl Crosby Smith, Esquire
550 S. Cocoa Blvd.
Cocoa, FL 32922

I, PEARL CROSBY SMITH, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated this 29th day of January, 2002.


PEARL CROSBY SMITH

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
01 JAN 28 PM 12:55
SEC. OF STATE
TALLAHASSEE, FLORIDA

W/02000000777
Pearl Crosby Smith
ATTORNEY-AT-LAW

Phone: (321) 636-2022
550 South Cocoa Blvd.
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Fax: (321) 636-4004

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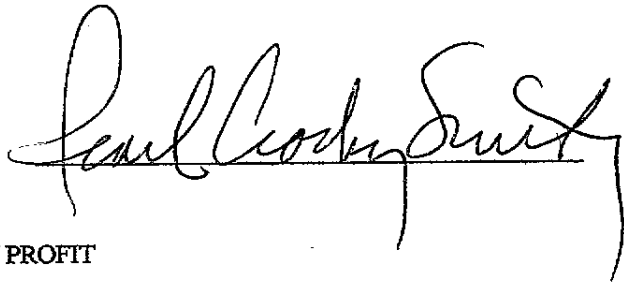
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IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, has hereunto set her hand and seal this 29th day of January, 2002, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



BREV. MIN. BUS. & PROF. -- ARTICLES OF INCORP. - NON PROFIT


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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Pearl Crosby Smith, Esquire
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Cocoa, FL 32922

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Dated this 29th day of January, 2002.


PEARL CROSBY SMITH

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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