

NO2000006636

Tools for Change
Black Economic Development Coalition, Inc.
6015 N.W. 7th Avenue
Miami, FL 33127
305/751-8934

August 20, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300007422513--4
-08/29/02--01034--015
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find an original copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a money order for filing fees for the following:

| NO. | Company name | MO# | Amount |
|--------------|------------------------|---------|----------------|
| 1. | STORYTELLER'S INK, INC | 4038422 | \$78.75 |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| TOTAL | | | \$78.75 |

Please file both the Articles and certificates for the Designation for the corporation and return a filed copy of each document to the following address:

Nicole S. Dandridge, Esq.
Tools for Change
Black Economic Development Coalition, Inc.
6015 NW 7th Ave.
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,


Nicole S. Dandridge
Legal Department

08-30-02

ARTICLES OF INCORPORATION
OF
STORYTELLER'S INK, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: **STORYTELLER'S INK, 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 **2637 Parkview Drive, Hallandale Beach, Florida 33009.**

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at **2637 Parkview Drive, Hallandale Beach, Florida 33009**; and **LORI T. YEARWOOD** is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of four (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of the following:

FREDERICK A. MORLEY
1775 N.W. 60th Street
Miami, Florida 33142

LORI T. YEARWOOD
2637 Parkview Drive
Hallandale Beach, FL 33009

TIFFANY GRANTHAM
1612 North 17th Avenue
Hollywood, Florida 33020

DON BANDUCCI
1642 Baywood Lane
Bayside, CA 95524

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution

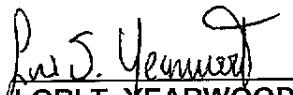
or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

LORI T. YEARWOOD
2637 Parkview Drive
Hallandale Beach, FL 33009

IN WITNESS WHEREOF, I, **LORI T. YEARWOOD**, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on Aug 15, 2002.


LORI T. YEARWOOD

STATE OF FLORIDA)

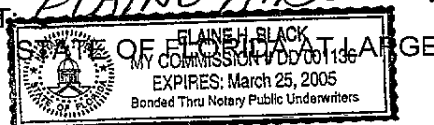
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to before me this 15 day of AUG, 2002, by **LORI T. YEARWOOD**, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN:

PRINT:



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

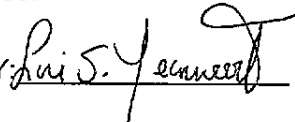
Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That **STORYTELLER'S INK, 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 Hallandale Beach; County of Broward, State of Florida, has named **LORI T. YEARWOOD**, at **2637 Parkview Drive**, in the City of Hallandale Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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: 
LORI T. YEARWOOD

DATED: Aug 15.02