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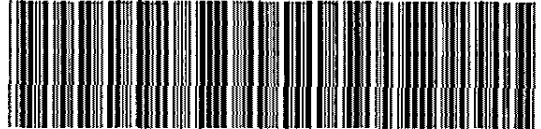
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**BOARD OF DIRECTORS
Officers**

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black
Executive Director

May 25, 2004

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

Dear Sir or Madam:

Enclosed please find Articles of Amendment and Restatement to the Articles of Incorporation and a check or money order for filing fees for the following:

Company name	Amount
POKEDO INTERNATIONAL FOUNDATION, INC.	\$35.00

Please file the amendment and return a copy of the amendment 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, Esq.
Staff Attorney

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
POKEDO INTERNATIONAL FOUNDATION, INC.

Pursuant to the provisions of Chapter 617 et seq. of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation in its entirety and reads as follows:

ARTICLES OF INCORPORATION
OF
POKEDO INTERNATIONAL FOUNDATION, 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 **POKEDO INTERNATIONAL FOUNDATION, 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 1671 NW 63RD AVE
SUNRISE FL 33313.

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).

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TALLAHASSEE, FLORIDA

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 non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1671 NW 63RD AVE SUNRISE FL 33313; and **KEITH PORTER** is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of SEVEN (7) 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 Board of Directors shall consist of the following:

J. MORRIS

6563 SW 8TH COURT NORTH LAUDERDALE, FL 33068

V. GRAY

4930 NW 22ND STREET LAUDERHILL, FL 33313

D. MCNISH

2331 NW 43RD TERRACE LAUDERHILL, FL 33313

A. ELLIOTT

6221 NW 15TH STREET SUNRISE, FL 33313

V. TOMLINSON

4951 NW 17TH STREET LAUDERHILL, FL 33313

I. FRANCIS

3533 SW 17TH STREET FORT LAUDERDALE, FL 33312

M. FRANCIS

1671 NW 63RD AVE SUNRISE FL 33313

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:

KEITH PORTER
1671 NW 63RD AVE SUNRISE FL 33313

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 **POKEDO INTERNATIONAL FOUNDATION, 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 Sunrise; County of Broward, State of Florida, has named **KEITH PORTER**, at 1671 NW 63RD AVE, in the City of Sunrise, 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.

SIGNED: _____

KEITH PORTER

DATED: _____

05/25/04

This Restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, I, **KEITH PORTER**, the undersigned Director of **POKEDO INTERNATIONAL FOUNDATION, INC.**, have affixed my signature thereto on May 25, 2004.

SIGNED: _____

KEITH PORTER