November 5, 1996

****122.50 ********122.50

BOARD OF DIRECTORS

Officers Dr. Noy Philips Prosident

Hosea Buller, Jr. Verbeil C. Arkleison

Members Cornelius E. Allon

Reginald Clyne, Esa Clarence W. Ewell f. Willard Fair Ronald E. Frazins

Howard Hadley, Jr., M.D. John A. Hot

Dr. Rudolph Moise Gorth C. Rooves Noil Robinson

Dorothua Stewart Kaaren Johnson Street Clama H. Black, Executive Director

Department of State Division of Corporation Post Office Box 6327 Tallahassoo, Florida

32314

Re: Articles of Incorporation: INNER-CITY CYBERSPACE, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Ken McBon
Congressworman Correl P. Monte J. Lake of Business for INNER-CITY CYBERSPACE, INC. along with money order #02-022752327 in the sum of \$122.50 for filing fee.

> 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

Also, please be advised that the effective date of these Articles is January 2, 1997.

Thank you for your attention to this matter.

Sincerely,

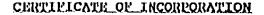
Stanley B. Levin Stanley B. Lewis

Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.



OF





INNER-CITY_CYBERSPACE,_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: INNER-CITY CYBERSPACE, INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is and the mailing address of the Corporation is 20170 Northeast 3rd Court, Suite 1, Miami, Florida 33179.

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 charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Not-withstanding 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 membership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 20170 Northeast 3rd Court, Suite 1, Miami, Florida 33179 and TORRANCE KHORI JOHNSON is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) 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.

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: EFFECTIVE DATE

The effective date of these Articles shall be January 2, 1997.

ARTICLE XIII: INCORPORATOR

The incorporator of the Corporation is as follows:

TORRANCE KHORI JOHNSON 20170 Northeast 3rd Court Suito 1 Miami, Florida 33179

IN WITNESS WHEREOF, I, TORRANCE KHORI JOHNSON, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on <u>Newmbers</u> 4, 1996.

TORRANCE KHORI JOHNSON

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this ### day of **November*, 1996, by TORRANCE KHORI JOHNSON, who personally appeared before me at the time of notarization, and who is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN:

PRINT: STANLEY B. LEWIS

STATE OF FLORIDA AT LARGE

STANLEY B LEWIS My Commission CC407787 Expires Sep. 18, 1998 Bonded by HAI 800-422-1555 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 Statues, the following is submitted in compliance with said Acts:

First--That INNER-CITY CYBERSPACE, 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 Miami, County of Dade, State of Florida, has named TORRANCE KHORI JOHNSON located at 20170 Northeast 3rd Court, Suite 1, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

TORRANCE KHORI JOHNSON

DATE: November 4, 1996

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