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November 5, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Howard Butler, Jr.
Secretary

Verberd C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.

Clarence W. Fwell
I. Willard Fox

Ronald E. Frazier
Howard Hadley, Jr., M.D.

John A. Hall
Ken Mason
Congresswoman Corrie P. Meek

Dr. Rudolph Mose
Garth C. Reeves

Neil Robinson

Dorothea Stewart
Karen Johnson Street

Elaine H. Black
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

1-2-97

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 Place 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. Lewis
Stanley B. Lewis
Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

D. BROWN NOV 12 1996

FILED
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DIVISION OF CORPORATIONS
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CERTIFICATE OF INCORPORATION
OF

INNER-CITY CYBERSPACE, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

EFFECTIVE DATE
1-8-97

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. 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 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
Suite 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 November 4, 1996.

Torrance Khori Johnson
TORRANCE KHORI JOHNSON

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 14th
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: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
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 Statutes, 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.

BY: Torrance Khori Johnson
TORRANCE KHORI JOHNSON

DATE: November 4, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -7 AM 10:02