



N980000000069

November 16, 1998

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

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.
John A. Hall
Congresswoman Carrie P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Elaine H. Black,
Executive Director

Re: Articles of Incorporation To Be Filed.

000002689960--3

-11/17/98--01074--016

*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a check or money order for filing fees for the following:

No	Company Name	CK/MO #	Amount
1.	LAWN 911, INC.	816	\$78.75
2.	UNITY INVESTORS, INC.	9195809429 4	\$78.75
3.	SUIT YOURSELF U.S.A., INC.	1399	\$78.75
4.	NEO-CARIBBEAN GRAPHICS, INC.	02- 602903704	\$78.75
5.	IMPERIAL SHOP, INC.	02- 602903681; 02- 602903706	\$75.00 \$3.75
6.	OPEN EYES CORPORATION	866	\$78.75

Please file both the Articles and Certificate of Designation for each of the corporations and return a Certified copy of each document to the following:

Stanley B. Lewis, Esq.
Tools For Change
P.O. Box 510605
Miami, Florida 33151

Amended & Restated Art.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis, Esq.

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

714 N.W. 62nd Street • Miami, FL 33127 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

11/25/98

98 NOV 17 PM 3:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
DIVISION OF CORPORATIONS
NOV 20 AM 8:18

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OPEN EYES CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 3:30

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 617 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be OPEN EYES, 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 5013 SW 130th Terrace, Miramar, Florida 33027.

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 nonmembership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 5013 SW 130th Terrace, Miramar, Florida 33027, and RUFUS CURRY, JR. is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The requirements for

election/selection to the board of directors and the number of directors, which shall never be less than three (3), shall be 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.

The foregoing Amended and Restated Articles of Incorporation restate and integrate (other than the omission of matters of historical interest and renumbering of Articles due to omission) the Corporation's Articles of Incorporation filed January 7, 1998, and in addition, amend Article 1, 2, 3, 4, and 9. There is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of the aforesaid Amendments adopted by the directors of the Corporation on October 9, 1998. There are no members of the Corporation. The Restated and Amended Articles of Incorporation were adopted by the Board of Directors.

Dated at Miramar, Broward County, Florida this 13 day of November, 1998.

OPEN EYES CORPORATION

BY: Rufus Curry, Jr.

RUFUS CURRY, JR., Chairman

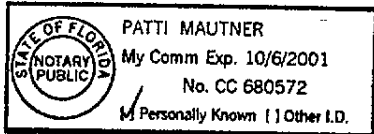
Attest: Consuelo McKinley

CONSUELO MCKINLEY, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF OPEN EYES CORPORATION, consisting of six (6) pages, including this page 5, was sworn to before me this 13 day of November, 1998, by RUFUS CURRY, JR., as Chairman of the Board of Directors of OPEN EYES CORPORATION, a Florida not-for-profit corporation, on behalf of the Corporation, and who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.



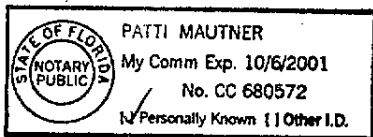
NOTARY PUBLIC:

SIGN: Patti Mautner

PRINT: PATTI MAUTNER

STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF OPEN EYES CORPORATION, consisting of six (6) pages, including this page 5, was sworn to before me this 13 day of November, 1998, by CONSUELO MCKINLEY as Secretary of the Board of Directors of OPEN EYES CORPORATION, a Florida not-for-profit corporation, on behalf of the Corporation, and who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.



NOTARY PUBLIC:

SIGN: Patti Mautner

PRINT: PATTI MAUTNER

**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 OPEN EYES, 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 Miramar, County of Broward, State of Florida, has named RUFUS CURRY, JR. located at 5013 SW 130th Terrace in the City of Miramar, County of Broward, 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: 
RUFUS CURRY, JR.

DATED: November 13, 1998