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PROFESSIONAL ASSOCIATION
LAW OFFICES

EFFECTIVE DATE
11/98

Sidney C. Calloway, Esquire
(954) 527-2800

January 21, 1998

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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ATTN: Tracy Meyer, Document Specialist

RE: THE EQUALITY AND EQUITY GROUP
Reference No. W97000026142

Dear Ms. Meyer:

Please allow this letter to confirm receipt of your letter of December 1, 1997 regarding the above named proposed corporation. Per your suggestions I have modified the original document and enclose herein for your filing the original and one copy of the Articles of Incorporation for the Equality and Equity Group, Inc. I trust that these Articles are satisfactory for formal filing with your Department. If you have any questions in the meantime, please do not hesitate to contact me. Until then, I remain

Very truly yours,


Sidney C. Calloway

SCC: sdh

Enclosures

FILED
97 NOV 17 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FM-1/23/98

W97-26142



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 19, 1997

SIDNEY C. CALLOWAY, ESQ.
500 E BROWARD BLVD, STE 1000
FORT LAUDERDALE, FL 33394

SUBJECT: THE EQUALITY AND EQUITY GROUP
Ref. Number: W97000026142

We have received your document for THE EQUALITY AND EQUITY GROUP and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

IF YOU DO NOT WISH TO FILE A FICTITIOUS NAME, PLEASE DELETE THE ACRONYM IN THE HEADING.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 797A00055478



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

SIDNEY C. CALLOWAY, ESQ.
500 E BROWARD BLVD, STE 1000
FORT LAUDERDALE, FL 33394

SUBJECT: THE EQUALITY AND EQUITY GROUP, INC.
Ref. Number: W97000026142

We have received your document for THE EQUALITY AND EQUITY GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

THERE IS NO PROVISION IN CHAPTER 617 FOR A NON-PROFIT CORPORATION TO HAVE STOCK.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 997A00056664

EFFECTIVE DATE
1/1/98

ARTICLES OF INCORPORATION

THE EQUALITY and EQUITY GROUP, INC.

The undersigned acting as Incorporator of a Corporation under the Not-for-Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of the Corporation hereinafter referred to as the Corporation is: THE EQUALITY and EQUITY GROUP, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The place of business in which the operations of the Corporation is principally to be conducted is the United States of America, and its Territories and possessions, the operation of the Corporation shall not be limited to such territory. The mailing address of the Corporation shall initially be 1400 Sistrunk Boulevard, Fort Lauderdale, FL 33311.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence, effective on January 1, 1998.

ARTICLE VI. NOT FOR PROFIT STATUS

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code of 1986 and to that end, the Corporation is empowered to hold any property or any undivided interest therein without limitation as to amount or value, to dispose of any such property and to invest and reinvest or deal with the principal or income in such manner, as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any as may be contained in the Instrument under which such property is received, the Articles of Incorporation, the bylaws of the Corporation or any applicable laws, to do any other act or thing incidental to or connected with a foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers, except as permitted under the Not-for-Profit Corporation law. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, Officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in, including the publication, distribution of statements of any political campaign on behalf of any candidate for public office. Upon dissolution of the corporation or the winding of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended or to the federal government or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of common pleas of the County in which the Principal officer of the Corporation is then located, exclusively for such purposes or to such organizations where organizations, as said, the Court shall determine which are organized and operating exclusively for such purposes.

ARTICLE VII. MEMBER QUALIFICATIONS

The qualifications for members and the manner of their admissions shall be regulated by the bylaws.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

B. Paul Johnson
1400 Sistrunk Boulevard
Fort Lauderdale, FL 33311

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for The Equality and Equity Group, Inc., in accordance with Florida law.


B. Paul Johnson, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than three (3).

ARTICLE X. INITIAL DIRECTOR

The name and address of the Initial Directors who shall serve as the Director until the first annual meeting of the members or until their successors have been elected and qualified are:

Roosevelt Walters
1400 Sistrunk Boulevard
Fort Lauderdale, FL 33311

B. Paul Johnson
1400 Sistrunk Blvd.
Fort Lauderdale, FL 33311

LaRhonda Z. Ware
1400 Sistrunk Boulevard
Fort Lauderdale, FL 33311

ARTICLE XI. INCORPORATOR

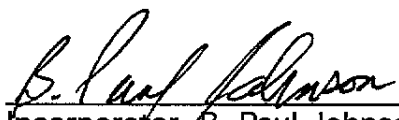
The name and address of the initial Incorporator is:

B. Paul Johnson
4391 N.W. 19th Street
#171
Lauderhill, FL 33313

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

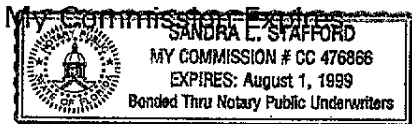
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Lauderhill, Broward County, Florida, this 21 day of January, 1998.


Incorporator, B. Paul Johnson

State of Florida)
) ss:
County of Broward)

The foregoing Instrument was executed and acknowledged before me, this 21st day of January, 1998.


Notary Public, State of Florida at Large



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