



N98000001942

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Clyne, Esq.

T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Nelli Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive Director

March 31, 1998

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

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-04/02/98--01035--006
****122.50 ****122.50

Re: Articles of Incorporation:
**DIVERSITY PROMOTERS & ENTERTAINMENT
CORPORATION**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations a Certificate Designating Place of Business for the above referenced business, along with money order#02-325592571 in the amount of \$122.50 for filing fee.

Please file both the Article and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the undersigned attorney at:

TOOLS FOR CHANGE
P.O. Box 510605
MIAMI, FLORIDA 33151

Thank you for your assistance with this matter.

Sincerely,

Jeannette G. Andrews, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 2 AM 10:18

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

5/1
4/3

CERTIFICATE OF INCORPORATION
OF
DIVERSITY PROMOTERS & ENTERTAINMENT CORPORATION
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 10:18

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: DIVERSITY PROMOTERS & ENTERTAINMENT CORPORATION, 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 18520 NW 67th Avenue, Suite 231, Miami, FL 33015.

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 non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 18520 NW 67th Avenue, Suite 231, Miami, FL 33015, and MELVIN COCHRAN, 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: INCORPORATOR

The incorporator of the Corporation is as follows:

MELVIN COCHRAN
18520 NW 67th Avenue, Suite 231
Miami Beach, FL 33015

IN WITNESS WHEREOF, I, MELVIN COCHRAN, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on February 13, 1998.


MELVIN COCHRAN

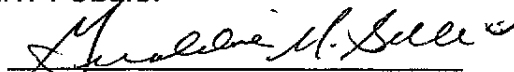
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 13 day of February, 1998, by MELVIN COCHRAN, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN:



PRINT:

Geraldine M. Belle

STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle
My Commission CC577908
Expires Aug 18, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 10:18

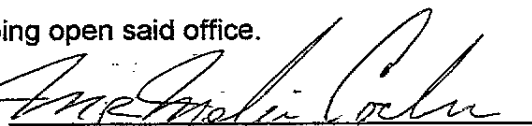
Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted in compliance with said Acts:

First--That DIVERSITY PROMOTERS & ENTERTAINMENT CORPORATION, desiring to
organize under the laws of the State of Florida with its principal office at 18520 NW 67th Avenue,
Suite 231 as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of
Florida, has named MELVIN COCHRAN, located at 18520 NW 67th Avenue, Suite 231 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-

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.

BY: 
MELVIN COCHRAN

DATED: February 13, 1998