



N98000005054

August 28, 1998

FILED
98 AUG 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOARD OF DIRECTORS

Officers

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

Members

Cornelius E. Allen
Reginald Cline, Esq.
T. Willard Fair
John A. Hall
Ken Mason
Congresswoman Cantle P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Elaine H. Black,
Executive Director

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

500002628295-9
-08/31/98-01027-010
****122.50 ****122.50

Re: Articles of Incorporation:
UPGRADE DESTINY, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with money order #69085106392 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
P.O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls. (3)

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

P.O. Box 510605 • Miami, FL 33151

T. SMITH SEP 04 1998

CERTIFICATE OF INCORPORATION
OF
UPGRADE DESTINY, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
98 AUG 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: UPGRADE DESTINY, 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 7035 NW 186 Street, suite 309D, Hialeah, Florida 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 organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 7035 NW 186 Street, Suite 309D, Hialeah, Florida, 33015, and JEANETTE L. PRATT 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

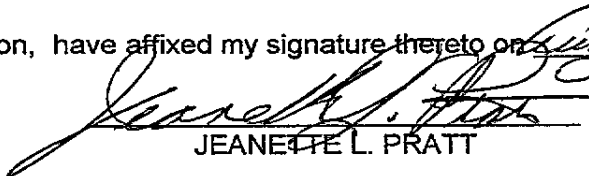
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding 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:

JEANETTE L. PRATT
7035 NW 186 Street, Suite 309D
Hialeah, Florida 33015

IN WITNESS WHEREOF, I, JEANETTE L. PRATT, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on Aug. 26, 1998.


JEANETTE L. PRATT

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 26 day of August, 1998, by JEANETTE L. PRATT, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



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

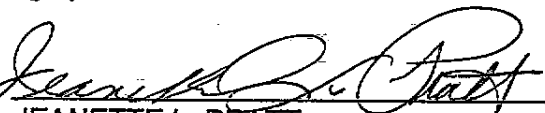
Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted in compliance with said Acts:

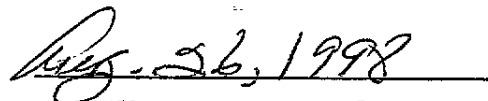
First--That UPGRADE DESTINY, INC., desiring to organize under the laws of the State
of Florida with its principal office as indicated in the Articles of Incorporation at City of Hialeah,
County of DADE, State of FLORIDA, has named JEANETTE L. PRATT, located at 7035 NW 186
Street, Suite 309D, in the City of HIALEAH, 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: 
JEANETTE L. PRATT

DATED:  Aug. 26, 1998

FILED
98 AUG 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA