

TIFC P000000033776

(305) 751-8934

March 27, 2000

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

200003190022-6
-03/30/00-01072-001
***140.00 ***70.00

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

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

| No | Company Name | CK /MO# | Amount |
|----|----------------------|---------|----------|
| 1. | 7 STEPH WILL CO. | | \$70.00 |
| 2. | VIRTUOUS WOMEN, INC. | | \$70.00 |
| | TOTAL | 5584 | \$140.00 |

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

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,

TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

FILED
00 MAR 30 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 4 2000

ARTICLES OF INCORPORATION

OF

7 STEPH WILL CO.

FILED

00 MAR 30 AM 7:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is 7 STEPH WILL CO., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address is 8296 NE Miami Court, Miami, FL 33138.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 8296 NE Miami Court, Miami, FL 33138; and the registered agent at that office is Beresford Stephenson.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Beresford Stephenson
8296 NE Miami Court
Miami, FL 33138

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

Beresford Stephenson
8296 NE Miami Court
Miami, FL 33138

IN WITNESS WHEREOF, I, Beresford Stephenson, the undersigned incorporator, have signed these Articles of Incorporation on this 16 day of March, 2000, and acknowledged the same to be my act.


Beresford Stephenson

STATE OF FLORIDA)

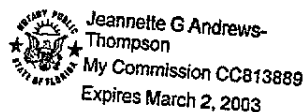
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16th day of March, 2000, by Beresford Stephenson, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida identification card as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
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 Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That 7 STEPH WILL CO., 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 Miami-Dade, State of Florida, has named Beresford Stephenson, at 8296 NE Miami Court, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Beresford Stephenson
Beresford Stephenson

DATE: 03-16-000

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00 MAR 30 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA