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PLEASE RETURN CERTIFY COPIES TO:

Black Economic Dev. Coalition d/b/a  
Tools For Change  
6015 NW 7<sup>th</sup> Avenue  
Miami, FL 33127  
305-751-8934/305-751-1619 (ext)

FEBRUARY 20, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
Subject: **Articles of Incorporation to be filed.**

RECEIVED  
02 FEB 25 PM 1:11  
DIVISION OF STATE  
TALLAHASSEE, FL 32314

Dear Mrs. Brown:

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.	SMOOTH IMAGE PROD <sup>N</sup> /RECORDS	98546298010	\$ 78.75
2.	MIKE & JACKIE'S BBQ & CATERING INC.	06-312733720	\$ 78.75
3.			
4.			
5.			
6.			
	TOTAL		\$157.50

Please file both the Articles and Certificate of Designation for the corporation. Thank you kindly.

Sincerely



Trecia Bennett

Legal Department

Encls.

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-02/25/02--01047--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

AB 2/25 ✓

**ARTICLES OF INCORPORATION**

**OF**

**SMOOTH IMAGE PRODUCTIONS/RECORDS, INC.**

**FILED**  
**02 FEB 25 PM 4:12**  
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 **SMOOTH IMAGE PRODUCTIONS/RECORDS, INC.** hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office is **1318 NW 75<sup>th</sup> Street, Miami, FL 33147** and mailing address of the Corporation is **P.O. Box 331806, Miami, FL 33233**.

**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 **1318 NW 75<sup>th</sup> Street, Miami, FL 33147** ; and the registered agent at that office is **NATHAN COFFEY**.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have two(2) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**MELVIN BRIGGS**  
1318 NW 75<sup>th</sup> Street  
Miami, FL 33147.

**NATHAN COFFEY**  
1318 NW 75<sup>th</sup> Street  
Miami, FL 33147.

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**MELVIN BRIGGS**  
1318 NW 75<sup>th</sup> Street  
Miami, FL 33147.

IN WITNESS WHEREOF, I, **MELVIN BRIGGS** the undersigned incorporator, have signed these Articles of Incorporation on this 19 day of February, 2002, and acknowledged the same to be my act.

Melvin Briggs  
**MELVIN BRIGGS**

STATE OF FLORIDA )

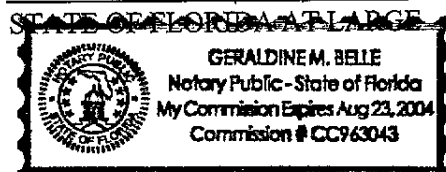
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February 2002 by, **MELVIN BRIGGS** who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Geraldine M. Belle

PRINT: Geraldine M. Belle



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

FILED  
02 FEB 25 PM 4:12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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 **SMOOTH IMAGE PRODUCTIONS/RECORDS, 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 Miami, County of Dade, State of Florida, has named **NATHAN COFFEY**, at  
**1318 NW 75<sup>th</sup> Street**, 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 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:   
NATHAN COFFEY

DATE: 2-19-02