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Tools for Change
Black Economic Development Coalition, Inc.
6015 N.W. 7th Avenue
Miami, FL 33127
305/751-8934

May 29 , 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/05/02--01050--006
*****78.75 *****78.75

Dear Sir or Madam:

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

NO.	Company name	MO#	Amount
1.	ABOVE AVERAGE ALL STARS, INC	9468404550	\$78.75
2.			
3.			
4.			
TOTAL			\$78.75

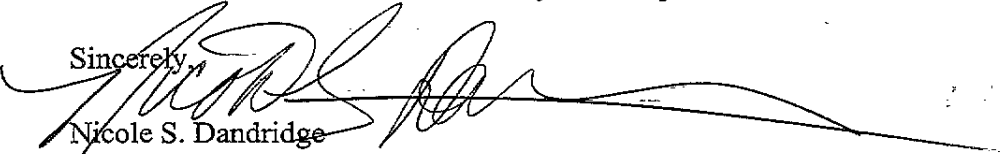
Please file both the Articles and certificates for the Designation for the corporation and return a filed copy of each document to the following address:

Nicole S. Dandridge, Esq.
Tools for Change
Black Economic Development Coalition, Inc.
6015 NW 7th Ave.
Miami, FL 33127

FILED
2002 JUN -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please feel free to contact me with any further questions.

Sincerely,


Nicole S. Dandridge
Legal Department

1
6/5/02

ARTICLES OF INCORPORATION

OF

ABOVE AVERAGE ALL STARS, INC.

FILED

2002 JUN -5 PM 3:01

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 **ABOVE AVERAGE ALL STARS, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is **845 N.W. 10th Terrace, # 1, Ft. Lauderdale, FL 33311.**

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 **845 N.W. 10th Terrace, # 1, Ft. Lauderdale, FL 33311** ; and the registered agent at that office is **JULIEN NOEL**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) 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:

JULIEN NOEL
845 N.W. 10th Terrace,
Ft. Lauderdale, FL 33311.

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

JULIEN NOEL
845 N.W. 10th Terrace,
Ft. Lauderdale, FL 33311.

IN WITNESS WHEREOF, I, **JULIEN NOEL** the undersigned incorporator, have signed these Articles of Incorporation on this 21 day of MAY, 2002, and acknowledged the same to be my act.


JULIEN NOEL

STATE OF FLORIDA)

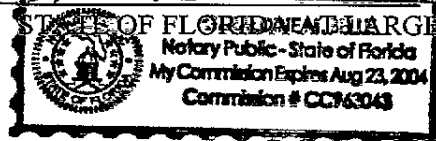
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of May, 2002 by, **JULIEN NOEL** 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: 

PRINT: 



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 **ABOVE AVERAGE ALL STARS, 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 Fort Lauderdale, County of Broward, State of Florida, has named **JULIEN NOEL**, at **845 N.W. 10th Terrace, # 1**, in the City of Fort Lauderdale, County of Broward, 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: _____

JULIEN NOEL

DATE: _____

5-21-02

FILED
2002 JUN -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA