

PO2000102470

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

September 11, 2002

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

100007768631--8
-09/16/02-01053-010
*****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:

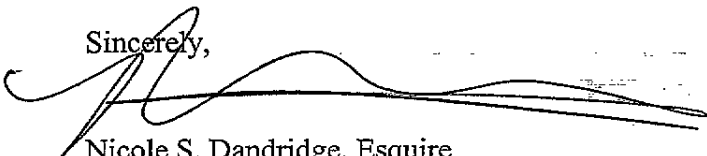
NO.	Company name	MO#	Amount
1.	G & E GROUP SECURITY, INC	508	\$78.75
2.			
3.			
4.			
TOTAL			\$78.75

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

Please feel free to contact me with any further questions.

Sincerely,



Nicole S. Dandridge, Esquire
Staff Attorney

FILED
02 SEP 23 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 9/23



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 17, 2002

NICOLE S. DANDRIGE, ESQ.
6015 NW 7TH AVENUE
MIAMI, FL 33127

SUBJECT: G & E GROUP SECURITY, INC.
Ref. Number: W02000026992

We have received your document for G & E GROUP SECURITY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00052952

ARTICLES OF INCORPORATION

OF

G & E GROUP SECURITY, INC.

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**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 **G & E GROUP SECURITY, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is **15011 N.E. 7th Court, Miami, FL** and mailing address of the Corporation is **P.O. Box 681804 Miami, FL 33168**.

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 **14200 N.W. 2nd Avenue, Miami, FL 33168**; and the registered agent at that office is **ERNST FELIX** .

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:

**ERNST FELIX
14200 N.W. 2nd Avenue.
Miami, FL 33168**

**GARDY JEAN-JULES
15011 N.E. 7th Court
Miami, FL 33161**

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

GARDY JEAN-JULES
15011 N.E. 7th Court
Miami, FL 33161

IN WITNESS WHEREOF, I, **GARDY JEAN-JULES**, the undersigned incorporator,
have signed these Articles of Incorporation on this 9 day of 05, 2002, and
acknowledged the same to be my act.



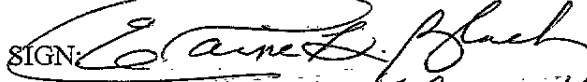
GARDY JEAN-JULES

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9 day of 05, 2002 by,
GARDY JEAN-JULES, 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: **ELAINE H. BLACK**

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

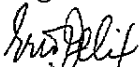
Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following
is submitted, in compliance with said Acts:

First--That **G & E GROUP SECURITY, 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 **ERNST FELIX** at **14200 N.W. 2nd Avenue**, 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: 
ERNST FELIX
DATE: 09-05-2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA