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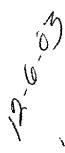


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STATIONS OF COMPORATIONS

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

DATE: November 26, 2003

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

Dear Sir or Madam:

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

Company name	CK/MO#	Amount
ALARIC ENTERPRISE	06355437794	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified 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.

Micold Dandridge

Nicole S. Dandridge, Esq.

Staff Attorney

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ARTICLES OF INCORPORATION

OF

ALARIC ENTERPRISE, INC.

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 **ALARIC ENTERPRISE**, **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 2111 NW 80TH STREET, MIAMI, FL 33147

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 2111 NW 80TH STREET; and the

registered agent at that office is LANZA MINCY.

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:

LANZA MINCY 2111 NW 80TH STREET MIAMI, FL 33147

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

LANZA MINCY 2111 NW 80TH STREET MIAMI, FL 33147

IN WITNESS WHEREOF, I, LANZA MINCY, the undersigned incorporator, have signed
these Articles of Incorporation on this, day of
the same to be my act.
LANZA MINCY

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 ALARIC ENTERPRISE, 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

Opa-Locka, County of Dade, State of Florida, has named LANZA MINCY, at 2111 NW 80TH

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.

LANZA MINCY

DATE: 11/25/03