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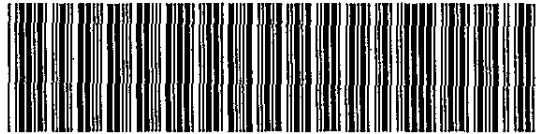
(Business Entity Name)

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10/08/04--01011--006 **78.75

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10/8/04



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 5, 2004

**BOARD OF DIRECTORS
Officers**

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black
Executive Director

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	Amount
ZAY PRODUCTIONS	\$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:

John M. Mills
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,


John M. Mills

ARTICLES OF INCORPORATION

OF

ZAY PRODUCTIONS, 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 **ZAY PRODUCTIONS, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and principal office of the corporation is **5040 SW 24th STREET, HOLLYWOOD, FL 33023.**

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 **5040 SW 24th STREET, HOLLYWOOD, FL 33023**; and the registered agent at that office is **JOYCE DAWSON**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have **THREE (3)** 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:

**JOYCE DAWSON
5040 SW 24th STREET
HOLLYWOOD, FL 33023**

**DWIGHT DAWSON
5040 SW 24th STREET
HOLLYWOOD, FL 33023**

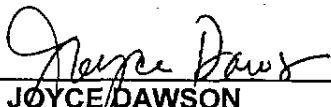
**ISAIAH DAWSON
5040 SW 24th STREET
HOLLYWOOD, FL 33023**

ARTICLE IX: INCORPORATOR

The incorporator(s) of the Corporation are as follows:

JOYCE DAWSON, 5040 SW 24th STREET, HOLLYWOOD, FL 33023

IN WITNESS WHEREOF, I, **JOYCE DAWSON**, the undersigned incorporator, have signed these Articles of Incorporation on this 10 day of 05, 2004, and acknowledged the same to be my act.



JOYCE DAWSON

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:

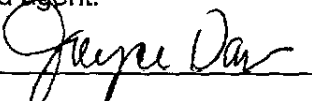
First--That **ZAY PRODUCTIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **HOLLYWOOD**, County of **BROWARD**, State of Florida, has named **JOYCE DAWSON**, at **5040 SW 24th STREET**, in the City of **HOLLYWOOD**, 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:


JOYCE DAWSON

DATE:

10/5/04

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TALLAHASSEE FLORIDA

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