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FILED

January 11, 1995

95 JAN 17 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

100001882834
-01/18/95- -01057--006
***122.50 ***122.50

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosko Butler Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clynns Esq.
I. Willard Fair
Ronald E. Frazier
Howard V. Gary
Howard Hadley Jr. M.D.
John A. Hall
George E. Hopburn, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Carrie P. Meek
Garth C. Reeves
Noel Robinson
Dorothea Stewart
Kaaren Johnson Street
Elaine H. Black
Executive Director

**RE: Articles of Incorporation -
(1) A NEW WAY OF LIVING, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations, Certificates Designating Place of Business and Registered Agent, check number #712 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) to cover the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

**WILLIAM C. YOUNG, JD, CPA
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150**

Thank you for your attention to this matter.

Sincerely,

William C. Young, JD, CPA

Encls.

**TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

1-19-95

ARTICLES OF INCORPORATION
OF
A NEW WAY OF LIVING, 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:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is A NEW WAY OF LIVING, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 1436 W. 41 STREET, HIALEAH, Florida 33012.

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 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 1436 W. 41 STREET, HIALEAH, Florida 33012, and the registered agent at that office is MARLY LUC HERNANDEZ.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

MARLY LUC HERNANDEZ
1436 W. 41 STREET,
HIALEAH, FLORIDA 33012

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

MARLY LUC HERNANDEZ
1436 W. 41 STREET
HIALEAH, FLORIDA 33012

IN WITNESS WHEREOF, I, MARLY LUC HERNANDEZ, the undersigned
incorporator, have signed these Articles of Incorporation on this
11th day of January, 1995 and acknowledged the
same to be my act.

Marly Luc Hernandez
MARLY LUC HERNANDEZ

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 11th day
of January, 1995 by MARLY LUC HERNANDEZ, who personally
appeared before me at the time of notarization, and who is
personally known to me or who has produced a Florida Driver's
License as identification.



OFFICIAL SEAL
AUDREY HADLEY
Commission Expires
March 15, 1997
Commission No. CC 266169

NOTARY PUBLIC
SIGN: Audrey Hadley
PRINT: Audrey Hadley
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 A NEW WAY OF LIVING, 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 HIALEAH, County of Dade, State of Florida, has named MARLY LUC HERNANDEZ located at 1436 W. 41 STREET in the City of HIALEAH, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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: *Marly Luc Hernandez*
MARLY LUC HERNANDEZ

DATE: 1/11/95

95 JAN 17 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA