



P95000006775

January 19, 1995

BOARD OF DIRECTORS

Officers

Dr. Roy H. Allen
President
Edward E. Allen, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Corbin L. Allen
Reginald C. Allen, Jr.
F. Ward Fox
Ronald E. Frazier
Howard V. Gary
Howard H. Gray, Jr., M.D.
John A. Hall
George F. Harbison, Jr.
George F. Knox, III
Kim Mason
Congresswoman Carrie P. Meek
Garth C. Rooves
Neil Robinson
Dorothy Stewart
Kathleen Johnson Stuart
Eileen H. Black
Executive Director

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

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01/24/95--01053--015
***122.50 ***122.50

RE: Articles of Incorporation -
(1) GRAMARDO VENTURES INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, and check #125, which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

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:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis
Attorney at Law

FILED
95 JAN 23 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC 1/26/95

Encls.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION
OF
GRAMARDO VENTURES INC.

FILED
95 JAN 23 AM 9:53
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 GRAMARDO VENTURES 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 15399 N.E. 14th Avenue, Miami, Florida 33162.

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 15399 N.E. 14th Avenue, Miami, Florida 33162 and the registered agent at that office is DOROTHY A. JOHNSON.

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:

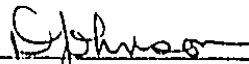
DOROTHY A. JOHNSON
15399 N.E. 14th Avenue
Miami, Florida 33162

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

DOROTHY A. JOHNSON
15399 N.E. 14th Avenue
Miami, Florida 33162

IN WITNESS WHEREOF, I, DOROTHY A. JOHNSON, the undersigned
incorporator, have signed these Articles of Incorporation on this
17 day of January, 1995 and acknowledged the same to be my
act.



DOROTHY A. JOHNSON

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 17~~th~~ day
of January, 1995 by DOROTHY A. JOHNSON, who personally
appeared before me at the time of notarization, and who is person-
ally known to me or who has produced a Florida Driver's License as
identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CG407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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
the Florida Statutes, the following is submitted, in compliance
with said Acts:

First--That GRAMARDO VENTURES 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 DOROTHY A. JOHNSON located at
15399 N.E. 14th 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-

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: Dorothy A. Johnson
DOROTHY A. JOHNSON

DATE: Jan. 17, 1995

FILED
95 JAN 23 02:19:53
TALLAHASSEE FLORIDA