



P95100006857

January 20, 1995

FILED
95 JAN 23 AM 11:54
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

BOARD OF DIRECTORS

Officers

Dr. Roy Young
President
Howard Fisher, Jr.
Secretary
Verdell C. Anderson
Treasurer

Members

Corrinne E. Allen
Raymond C. Lyne, Esq.
T. Wilbur Lee
Beverly E. Trotter
Howard V. Gray
Howard Haskins, Jr. M.D.
John A. Hall
George F. Stephens, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Corrie P. Meek
Guth C. Hovyak
Paul Robinson
Dorothy Stewart
Kathleen Johnson Stuart
Eugene H. Black
Executive Director

**RE: Articles of Incorporation -
(1) PROPOSALS BY DESIGN, 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 #1116 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.**

ARTICLES OF INCORPORATION
OF
PROPOSALS BY DESIGN, INC.

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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 PROPOSAL BY DESIGN, 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 18524 N.W. 67th AVENUE, MIAMI, Florida 33015.

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 1100 S.W. 130th AVENUE, #H-207, PEMBROKE PINES, Florida 33027, and the registered agent at that office is LaVerne Stephens.

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:

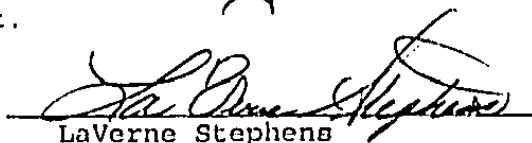
LaVerne Stephens
1100 S.W. 130th Avenue,
#H-207,
Pembroke Pines, Florida 33027

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

LaVerne Stephens
1100 S.W. 130th Avenue,
#H-207,
Pembroke Pines, Florida 33027

IN WITNESS WHEREOF, I, LaVerne Stephens, the undersigned
incorporator, have signed these Articles of Incorporation on this
20th day of JANUARY, 1995 and acknowledged the
same to be my act.

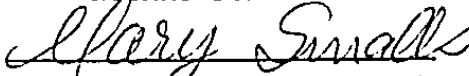

LaVerne Stephens

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 20 day
of January, 1995 by LaVerne Stephens, 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. #S315-532-44-756-0

NOTARY PUBLIC:

SIGN:



PRINT:

MARY SMALLS
STATE OF FLORIDA AT LARGE

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 17, 1995.
REMOVED FROM NOTARY PUBLIC LIST 1/28/97

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 PROPOSALS BY DESIGN, 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 LaVerne Stephens located at 1100 S.W. 130th Avenue, #H-207 in the City of Pembroke Pines, County of Broward, 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: 

LaVerne Stephens

DATE: 1-20-95

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65 JUN 23 AM 11:55
CLERK OF COURT
STATE OF FLORIDA