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January 19, 1995

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

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****127.00 ****127.00

BOARD OF DIRECTORS

Officers

Dr. Roy Thomas
President
Howard Butler Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Corbin E. Allen
Reginald Clyne, Esq.
T. Wilfred Fox
Ronald H. Francis
Howard V. Gray
Howard Hackney, Jr. M.D.
John A. Hall
George I. Hartman Jr.
George T. Knox Esq.
Ron Menon
Congresswoman Carrie P. Meek
Griffy C. Reaven
Neil Robinson
Dorothy Stewart
Kathleen Johnson Street
Edward H. Black
Executive Director

RE: Articles of Incorporation -
(1) THE QUANTUM GROUP-CONSULTANTS
INTERNATIONAL, 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, money order number #21-311109428 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.

FILED
1995 JAN 24 AM 9 11
SEC
TALLAHASSEE, FLORIDA

3003
1/27/95
P95-7153

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile (305) 751 1619

ARTICLES OF INCORPORATION
OF
THE QUANTUM GROUP - CONSULTANTS INTERNATIONAL, INC.

FILED
E55 JUN 26 11 51
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 THE QUANTUM GROUP - CONSULTANTS INTERNATIONAL, 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 8611 N.W. 192nd LANE, MIAMI LAKES, 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 8611 N.W. 192nd LANE, Miami LAKES, Florida 33015 , and the registered agent at that office is FRANCENA THOMAS.

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:

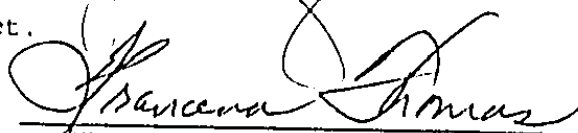
FRANCENA THOMAS
8611 N.W. 192nd LANE
MIAMI LAKES, FLORIDA 33015

ARTICLE IX INCORPORATOR

The Incorporator of the Corporation is as follows:

FRANCENA THOMAS
8611 N.W. 192nd LANE
MIAMI LAKES, FLORIDA 33015

IN WITNESS WHEREOF, I, FRANCENA THOMAS, the undersigned
incorporator, have signed these Articles of Incorporation on this
19th day of January, 1995 and acknowledged the
same to be my act.

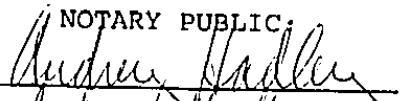

FRANCENA THOMAS

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 19th day
of January, 1995 by FRANCENA THOMAS, 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
My Commission Expires
March 15, 1997
Comm. No. CC 266169

NOTARY PUBLIC:
SIGN: 
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

FILED
JAN 24 1995
CLERK OF COURT
JAN 24 1995

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 THE QUANTUM GROUP - CONSULTANTS INTERNATIONAL, 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 LAKES, County of Dade, State of Florida, has named FRANCENA THOMAS located at 8611 N.W. 192nd LANE in the City of MIAMI LAKES, 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:

Francena Thomas
FRANCENA THOMAS

DATE:

January 19, 1995