



February 9, 1995
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Department of State
 Division of Corporation
 Post Office Box 6327
 Tallahassee, Florida 32314

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BOARD OF DIRECTORS

Officers

Dr. Roy P. Pugh
 President
 Thomas R. Pugh, Jr.
 Secretary
 Vincent C. Anderson
 Treasurer

Members

Charles E. Allen
 Raymond C. Allen, Esq.
 E. W. Ford
 Ronald E. Frazier
 Howard V. Gray
 Howard H. Hays, Jr., M.D.
 John A. Hill
 George F. Johnson, Jr.
 George F. Jones, Esq.
 Ivan M. Jones
 Christopher M. Jones, Esq.
 Carl C. Jones
 Paul L. Jones
 Dorothy Stewart
 Kenneth Johnson, Esq.
 James H. Jones
 Executive Director

**RE: Articles of Incorporation -
 ELLA & JAMES ENTERPRISES, 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 #331 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:

**WILLIAM C. YOUNG
 J.D., C.P.A.
 TOOLS FOR CHANGE
 6255 N.W. 7th Avenue
 Miami, Florida 33150**

Thank you for your attention to this matter.

Sincerely,

**William C. Young
 J.D., C.P.A.**

FILED
 FEB 13 PM 3:49
 TALLAHASSEE, FLORIDA

wcy/pg
 Encls.

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

ARTICLES OF INCORPORATION
OF
ELLA & JAMES ENTERPRISES, INC.

FILED
OFFICE OF THE CLERK
JAN 13 1964

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 ELLA & JAMES ENTERPRISES, 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 9815 N.W. 13th AVENUE, MIAMI, Florida 33147.

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 9815 N.W. 13th AVENUE, Miami, Florida 33147, and the registered agent at that office is JAMES L. PINKNEY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) directors 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:

ELLA PINKNEY
9815 N.W. 13th AVENUE,
MIAMI, FLORIDA 33147

JAMES L. PINKNEY
9815 N.W. 13th AVENUE,
MIAMI, FLORIDA 33147

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JAMES L. PINKNEY
9815 N.W. 13th AVENUE,
MIAMI, FLORIDA 33147

IN WITNESS WHEREOF, I, JAMES L. PINKNEY, the undersigned
incorporator, have signed these Articles of Incorporation on this
9th day of Feb., 1995 and acknowledged the
same to be my act.

James L. Pinkney
JAMES L. PINKNEY

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 9th day
of February, 1995 by JAMES L. PINKNEY, 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.

NOTARY PUBLIC:

SIGN: Stanley Lewis

PRINT: Stanley Lewis
STATE OF FLORIDA AT LARGE



STANLEY LEWIS
My Commission CC401757
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 Florida Statutes, the following is submitted, in compliance with said Acts:

First--That ELLA & JAMES ENTERPRISES, 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 JAMES L. PINKNEY located at 9815 N.W. 13th 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: James L. Pinkney
JAMES L. PINKNEY

DATE: 1-9-95