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March 15, 1995

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

FILED  
MAR 20 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Hedges  
President  
Hosack Butler, Jr.  
Secretary  
Vilbert C. Anderson  
Treasurer

**Members**

Cornelius L. Allen  
Reginald Chynn, Esq.  
T. Wilard For  
Ronald E. Frazer  
Howard V. Gary  
Howard Hadley, Jr., M.D.  
John A. Hart  
George L. Hepburn, Jr.  
George F. Knox, Esq.  
Ken Mason  
Congresswoman Carla P. Moak  
Garth C. Penves  
Hull Robinson  
Dorothea Stewart  
Karon Johnson Street  
Elaine H. Black,  
Executive Director

**RE: Articles of Incorporation -  
D'SHEIZ, 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 #1012 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**

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0000001 0010 000  
0000001 0000001

**Thank you for your attention to this matter.**

**Sincerely,**

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

REGISTER MAR 21 1995

wcy/pg  
Encls.

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

ARTICLES OF INCORPORATION  
OF  
D'SHEIZ, INC.

FILED  
95 MAR 20 AM 11:15  
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 D'SHEIZ, 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 1190 N.E. 196th TERR., NORTH MIAMI BEACH, Florida 33179.

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 1190 N.E. 196th TERR., NORTH MIAMI BEACH, Florida 33179, and the registered agent at that office is KATHY GARLAND.

#### **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:

KATHY GARLAND  
1190 N.E. 196th TERR.,  
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

KATHY GARLAND  
1190 N.E. 196th TERR.,  
NORTH MIAMI BEACH, FLORIDA 33179

IN WITNESS WHEREOF, I, KATHY GARLAND, the undersigned  
incorporator, have signed these Articles of Incorporation on this  
14 day of March, 1995 and acknowledged the  
same to be my act.

  
KATHY GARLAND

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 14th day  
of March, 1995 by KATHY GARLAND, 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 B. Lewis

PRINT: Stanley B. Lewis  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission GC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

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**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 D'SHEIZ, 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 NORTH MIAMI BEACH, County of Dade, State of Florida, has named KATHY GARLAND located at 1190 N.E. 196th TERR., in the City of NORTH MIAMI BEACH, 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. 

KATHY GARLAND

DATE: 3/14/95