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May 2, 1995

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 P. Sola
President
Howard Bahar, Jr.
Secretary
Verdon C. Anderson
Treasurer

Members

Conchus E. Allen
Reginald Clynn, Esq.
T. Wilford Fox
Ronald E. Frazer
Howard V. Gary
Howard Hadley, Jr., MD
John A. Hall
George E. Hepburn, Jr.
George F. Knox, Esq.
Ken Mosen
Congresswoman Canna P. Meek
Griff C. Peoples
Neil Robinson
Dorothy Stewart
Karen Johnson Street
Elaine H. Black,
Executive Director

RE: Articles of Incorporation: OLD MAKER & HERMAN, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for each of above-referenced corporations, Certificates Designating Place of Business and Registered Agent, check #1062, 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 each of the corporations and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,

William C. Young, III, CPA

WCY/ed
Encls.

DMC
5/24/95

~~624~~
~~495 10021~~

FILED
95 MAY 24 PM 2:22
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft/articles/ultra/old mak



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

WILLIAM C. YOUNG
TOOLS FOR CHANGE
6255 N.W. 7TH AVENUE
MIAMI, FL 33150

SUBJECT: OLD MAKER & HERMAN, INC.
Ref. Number: W95000010081

We have received your document for OLD MAKER & HERMAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00024110



May 19, 1995

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

BOARD OF DIRECTORS

Officers

Ly Roy Harris
President
James Butler, Jr.
Secretary
Verbal C. Anderson
Treasurer

Members

Corneus E. Allen
Reginald Clyne, Esq.
Clarence W. Ewell
I. Ward Fox
Ronald F. Frazier
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Howard Hadley, Jr., M.D.
John A. Hall
George E. Hephurn, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Corne P. Moore
Garth C. Reeves
Noel Robinson
Dorothea Stewart
Karon Johnson Street
Ekene H. Black,
Executive Director

Attention: Doris McDuffie

RE: Articles of Incorporation -
OLD MAKER & HERMAN, INC.

Dear Doris McDuffie:

Per your attached letter of MAY 11, 1995, please find an original and one copy of the Articles of Incorporation for the above referenced corporation and a Certificate Designating Place of Business and Registered Agent. The filing fee has been submitted previously.

Please file the Articles of Incorporation and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, CPA, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

WILLIAM C. YOUNG, CPA, JD

Encls.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION
OF
OLD MAKER & HERMAN, INC.

FILED
95 MAY 24 PM 2:22
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 OLD MAKER & HERMAN, 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 130 N.E. 40th STREET, SUITE 10, MIAMI, FLORIDA 33137.

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 HUNDRED Thousand (100,000) 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 130 N.E. 40th STREET, SUITE 10, MIAMI, Florida 33137, and the registered agent at that office is KATHLEEN HERMAN.

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:

KATHLEEN HERMAN
130 N.E. 40th STREET,
SUITE 10,
MIAMI, FLORIDA 33137

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

KATHLEEN HERMAN
130 N.E. 40th STREET,
SUITE 10,
MIAMI, FLORIDA 33137

IN WITNESS WHEREOF, I, KATHLEEN HERMAN, the undersigned
incorporator, have signed these Articles of Incorporation on this
2nd day of May, 1995 and acknowledged the
same to be my act.



KATHLEEN HERMAN

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 2nd day
of May, 1995 by KATHLEEN HERMAN, 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: Audrey Hadley
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
MAY 21 1995
TALLAHASSEE COUNTY
FLORIDA

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 OLD MAKER & HERMAN, 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 KATHLEEN HERMAN located at 130 N.E. 40th STREET 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: 
KATHLEEN HERMAN

DATE: 5/2/95