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June 1, 1995

95 JUN -6 PM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BOARD OF DIRECTORS

Officers

- Dr. Roy Phillips
President
- Nesora Butler, Jr.
Secretary
- Vincent C. Anderson
Treasurer

Members

- Cornelius F. Allen
- Reginald C. Lynn, Esq.
- T. Willard Farr
- Ronald E. Frazier
- Howard V. Gray
- Howard Hudley, Jr., M.D.
- John A. Hill
- George E. Hoptburn, Jr.
- George F. Knox, Esq.
- Ken Mason
- Congresswoman Carrie P. Meek
- Gruth C. Reeves
- Noel Robinson
- Dorothy Stewart
- Karen Johnson Street
- Flora H. Black
Executive Director

RE: Articles of Incorporation: CARI-COM, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, Money Order #62471568993 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for 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:

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

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-06/06/95--01032--020
***122.50 ***122.50

Sincerely,

Stanley B. Lewis
Stanley B. Lewis, Esq.
Attorney At Law

6/12/95

TL

SL/cd
Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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ARTICLES OF INCORPORATION

OF

CARI-COM, INC.

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 CARI-COM, 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 17245 N.W. 18th Avenue, Miami, Florida 33056.

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

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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 17245 N.W. 18th Avenue, Miami, Florida and the registered agent at that office is NICHOLAS MOSS.

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:

NICHOLAS MOSS
17245 N.W. 18th Avenue
Miami, Florida 33056

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

NICHOLAS MOSS
17245 N.W. 18th Avenue
Miami, Florida 33056

IN WITNESS WHEREOF, I, NICHOLAS MOSS, the undersigned incorporator, have signed these Articles of Incorporation on this 31st day of May, 1995 and acknowledged the same to be my act.

Nicholas Moss
NICHOLAS MOSS

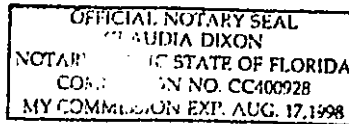
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 31st day of May, 1995 by NICHOLAS MOSS, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Claudia Dixon

PRINT: CLAUDIA DIXON
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**

SECRET
MAY 30 1965
TALLAHASSEE, 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 CARI-COM, 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 NICHOLAS MOSS at 17245 N.W. 18th 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: Nicholas Moss
NICHOLAS MOSS

DATE: 5/31/65