



P9500006/627

August 3, 1995

FILED  
95 AUG -9 PM 12:58  
RECEIVED OF STATE  
TALLAHASSEE, FLORIDA

**BOARD OF DIRECTORS**

**Officers**

Dr. Jay Phillips  
President  
Howard Butler Jr.  
Secretary  
Vincent C. Anderson  
Treasurer

**Members**

Cynthia L. Allen  
Reginald C. Carter, Esq.  
Clarence W. Howell  
T. Wilford Lee  
Renee H. Frazier  
Howard Hatcher, Jr. M.D.  
John A. Hall  
Ken Mason  
Congresswoman Carrie P. Meek  
Dr. Rudolph Moore  
Guthrie C. Owens  
Neil Robinson  
Dorothy Stewart  
Kathleen Johnson Street  
Dennis H. Black  
Executive Director

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

RE: Articles of Incorporation: D-LITE PRODUCTIONS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, money order #04-580213656 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 each of the corporations 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 attention to this matter.

Sincerely,

William C. Young, JD, CPA

WCY/cd  
Encls.

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-05/09/95--01063--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dkt  
8-9-95

draftArticles/dlts/d-lite inc

**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**  
**D-LITE PRODUCTIONS, INC.**

**FILED**  
95 AUG -9 PM 12:58  
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-LITE PRODUCTIONS, 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 800 N. MIAMI AVENUE, # 904-E, MIAMI, Florida 33136.

**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 800 N. MIAMI AVENUE, # 904-E, Miami, Florida 33136, and the registered agent at that office is THOMAS W. DEMERRITTE.

#### **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:

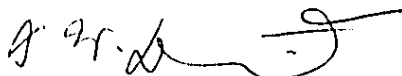
THOMAS W. DEMERRITTE  
800 N. MIAMI AVENUE,  
# 904-E,  
MIAMI, FLORIDA 33136

**ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

THOMAS W. DEMERRITTE  
800 N. MIAMI AVENUE,  
# 904-E,  
MIAMI, FLORIDA 33136

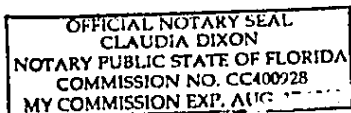
IN WITNESS WHEREOF, I, THOMAS W. DEMERRITTE, the undersigned  
incorporator, have signed these Articles of Incorporation on this 3<sup>rd</sup> day of August  
   , 1995 and acknowledged the same to be my act.



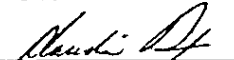
THOMAS W. DEMERRITTE

STATE OF FLORIDA   )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was sworn to before me this 3<sup>rd</sup> day of August, 1995 by  
THOMAS W. DEMERRITTE, 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: 

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**

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-LITE PRODUCTIONS, 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 THOMAS W. DEMERRITTE located at 800 N. MIAMI AVENUE, # 904-E 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: THOMAS W. DEMERRITTE  
THOMAS W. DEMERRITTE

DATE: 8/3/95

**FILED**  
95 AUG -9 PM 12: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA