



August 23, 1995

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

TREASURY DEPARTMENT

BOARD OF DIRECTORS

Officers

Dr. Ray E. Hargis
President
Dwight Hargis, Jr.
Secretary
Verne C. Anderson
Treasurer

Members

Consuelo E. Allen
Reginald Cyrus Ford
Catherine W. Lewis
T. Wilson Lee
Donald H. Taylor
Howard Hargis, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Connie P. Mack
Dr. Rudolph Moore
Gertie C. Brown
Neil Robinson
Donald Stewart
Kathleen Johnson Street
Edward H. Black
Executive Director

RE: Articles of Incorporation: JCM CLOWN, 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, check #2189 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:

WILLIAM C. YOUNG, JD, C.P.A.
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.

FILED
95 AUG 25 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE

drafrancides@irs.UMC-CLOWN.ING

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

JCM CLOWN, 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 JCM CLOWN, 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 16920 N.W. 40th Avenue, Miami, Florida 33055.

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 16920 N.W. 40th Avenue, Miami, Florida 33055 and the registered agent at that office is BRENDA M. INGRAM I.

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:

BRENDA M. INGRAM I
16920 N.W. 40th Avenue
Miami, Florida 33055

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

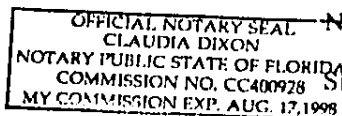
BRENDA M. INGRAM I
16920 N.W. 40th Avenue
Miami, Florida 33055

IN WITNESS WHEREOF, I, BRENDA M. INGRAM I, the undersigned incorporator, have signed these Articles of Incorporation on this 22 day of August, 1995 and acknowledged the same to be my act.

Brenda M. Ingram I
BRENDA M. INGRAM I

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 22nd day of August, 1995 by BRENDA M. INGRAM I, 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:

PRINT: CLAUDIA DIXON
STATE OF FLORIDA AT LARGE

DEBTT MEMORANDUM

P95 nnn

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