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September 6, 1995

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 SEP 11 AM 10:01

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

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips  
President

Howard Butler Jr.  
Secretary

Verbert C. Anderson  
Treasurer

Members

Cornelius E. Allen

Reginald Clyne Esq.

T. Willard For

Ronald E. Frazier

Howard Houtley Jr. M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Mose

Garth C. Reeves

Neil Robinson

Doraffina Stewart

Kaaren Johnson Street

Fiona H. Black  
Executive Director

RE: Articles of Incorporation:  
UPGRADE CENTRAL, 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, along with check #144 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:

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

000001581710  
-09/11/95--01075--006  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*  
Stanley B. Lewis  
Attorney at Law

9/14/95

Encls.

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

ARTICLES OF INCORPORATION

OF

UPGRADE CENTRAL, 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:

RECORDED  
11 SEP 11 10:07 AM '67  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is UPGRADE CENTRAL, 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 6600 S.W. 63rd Court, Miami, Florida 33143.

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 6600 S.W. 63rd Court, Miami, Florida 33143 and the registered agent at that office is DAVID EDWARD WALKER.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors 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:

DAVID EDWARD WALKER  
6600 S.W. 63rd Court  
Miami, Florida 33143

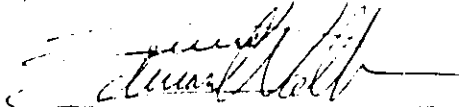
DAVID ERVIN WALKER  
6600 S.W. 63rd Court  
Miami, Florida 33143

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

DAVID EDWARD WALKER  
6600 S.W. 63rd Court  
Miami, Florida 33143

IN WITNESS WHEREOF, I, DAVID EDWARD WALKER, the undersigned incorporator, have signed these Articles of Incorporation on this 11<sup>th</sup> day of September, 1995 and acknowledged the same to be my act.

  
\_\_\_\_\_  
DAVID EDWARD WALKER

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 6<sup>th</sup> day of September, 1995 by DAVID EDWARD WALKER, who personally appeared before me at the time of notarization, and 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 CC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

55 SER 1  
TALLAHASSEE, FLORIDA  
MAY 10 01

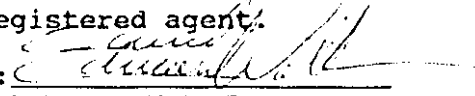
Pursuant to the provisions of Chapters 48.091 and 607.051 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That UPGRADE CENTRAL, 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 DAVID EDWARD WALKER located at 6600 S.W. 63rd Court 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:   
DAVID EDWARD WALKER

DATE: Sept 9, 1953