



P96000004909

January 10, 1996

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President  
Howard Butler, Jr.  
Secretary  
Verdell C. Anderson  
Treasurer

**Members**

Carmichael E. Allen  
Reginald Chyns, Esq.  
Clarence W. Lewis  
T. Walter Lee  
Ronald E. Hughes  
Howard Hedley, Jr., M.D.  
John A. High  
Ken Mason  
Congresswoman Corbin P. Meek  
Dr. Randolph Moore  
Geoff C. Thomas  
Neil Robinson  
Dorothy Stewart  
Kubers Johnson Street  
Edward H. Black  
Executive Director

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

RE: Articles of Incorporation: PIERCE AND ASSOCIATES A  
FLORIDA, CORP.

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 #426 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

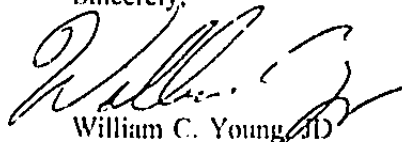
Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

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

500001688015  
-01/12/96--01031--013  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for attention to this matter.

Sincerely,

  
William C. Young, JD

WCY/cd  
Encls.

**TOOLS FOR CHANGE**

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft articles/submit place ass.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile (305) 751-1619

96 JAN 12 AM 11:10  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

FILED

1/17/96

ARTICLES OF INCORPORATION  
OF  
PIERCE AND ASSOCIATES A FLORIDA, CORP.,

FILED  
96 JAN 12 AM 11:10  
SEC. 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 PIERCE AND ASSOCIATES A FLORIDA, CORP., 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 1525 LENOX AVENUE, MIAMI BEACH, Florida 33139.

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 1525 LENOX AVENUE, MIAMI BEACH, FLORIDA 33139, and the registered agent at that office is STAN PIERZCHAJLO.

#### 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:

STAN PIERZCHAJLO  
1525 LENOX AVENUE,  
MIAMI BEACH, FLORIDA 33139

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

STAN PIERZCHAJLO  
1525 LENOX AVENUE,  
MIAMI BEACH, FLORIDA 33139

IN WITNESS WHEREOF, I, STAN PIERZCHAJLO, the undersigned incorporator, have signed these Articles of Incorporation on this 4<sup>th</sup> day of January, 1996 and acknowledged the same to be my act.

  
STAN PIERZCHAJLO

STATE OF FLORIDA   )  
                              )  
COUNTY OF DADE    )

The foregoing instrument was sworn to before me this 4<sup>th</sup> day of January, 1996 by STAN PIERZCHAJLO, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Driver's License as identification.



OFFICIAL SEAL  
AUDREY HADLEY  
Commission Expires  
March 15, 1997  
C. and No. CC 266169

NOTARY PUBLIC:

SIGN: 

PRINT: Audrey Hadley  
STATE OF FLORIDA AT LARGE

FILED

96 JAN 12 AM 11:10

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**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 PIERCE AND ASSOCIATES A FLORIDA, CORP., 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 BEACH, County of Dade, State of Florida, has named STAN PIERZCHAJLO located at 1525 LENOX AVENUE in the City of MIAMI BEACH, 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:   
STAN PIERZCHAJLO

DATE: JAN 4 - 96