



P96000007674

January 16, 1996

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Harold Butler, Jr.
Secretary
Vernon C. Anderson
Treasurer

Members

Connelan E. Allen
Reginald E. Chyns, Esq.
Clarence W. Lott
T. Wilford Fair
Ronald E. Frazer
Howard H. Harley, Jr., M.D.
John A. Hall
Kuo Masao
Congresswoman Carrie P. Meek
Dr. Rudolph Moore
Garth C. Royster
Noel Robinson
Dorothy Stewart
Kieran Johnson Street
Helen H. Black
Executive Director

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

RE: Articles of Incorporation: TOTAL INNER-TAINMENT CO.

Dear Sir/Madam:

600001694716
-01/22/96--01058--017
*****122.50 *****122.50

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 #810121376 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

FILED
96 JAN 22 AM 9:10
SECRET OF STATE
TALLAHASSEE, FLORIDA

WCY/ed
Encls.

JAN 25 1996 BSB

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

ARTICLES OF INCORPORATION
OF
TOTAL INNERENTAINMENT CO

FILED
96 JAN 22 AM 9:10
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 TOTAL INNERENTAINMENT CO, 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 1402 Kennedy Causeway, #200, N. Bay Village, Florida 33141.

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 1402 Kennedy Causeway, #200, N. Bay Village, Florida 33141 and the registered agent at that office is ALLEE K. ALLEN.

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:

ALLEE K. ALLEN
1402 Kennedy Causeway
#200
N. Bay Village, Florida 33141

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

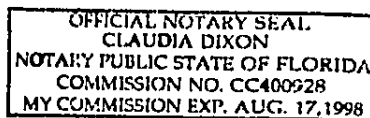
ALLEE K. ALLEN
1402 Kennedy Causeway
#200
N. Bay Village, Florida 33141

IN WITNESS WHEREOF, I, ALLEE K. ALLEN, the undersigned incorporator, have signed these Articles of Incorporation on this 18th day of January, 1998 and acknowledged the same to be my act.

Allee K. Allen
ALLEE K. ALLEN

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 18th day of January, 1998 by ALLEE K. ALLEN, 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**

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 TOTAL INNE™ ENTERTAINMENT CO, 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 ALLEE K. ALLEN at 1402 Kennedy Causeway, #200, in the City of N. Bay Village, 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: Allee K. Allen
ALLEE K. ALLEN

DATE: 1/18/96

FILED
95 JUN 22 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA