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January 23, 1996

RECEIVED
JAN 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BOARD OF DIRECTORS

Officers

- Dr. Roy Hays
President
- Norma Kullot, Jr.
Secretary
- Verdell C. Anderson
Treasurer

Members

- Constance E. Allen
- Raymond Chyn, Esq.
- Clarence W. Ewell
- T. Wilford Fox
- Norman E. Frazier
- Howard Hadley, Jr., M.D.
- John A. Hat
- Ken Mason
- Congresswoman Carrie P. Meek
- Dr. Rudolph Moore
- Garth C. Reeves
- Neil Robinson
- Dorothea Stewart
- Kaaren Johnson Street
- Elana H. Beck,
Executive Director

RE: Articles of Incorporation: KARDAYVAL CORPORATION

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 #610 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:

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

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-01/26/96--01037--018
****122.50 ****122.50

Thank you for attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis, ESQ.

SL/ed
Encls.

1/26/96
(TB)

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draftarticles@kardayval.com

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

ARTICLES OF INCORPORATION

OF

KARDAYVAL CORPORATION

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
20 JUN 26 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is KARDAYVAL CORPORATION, 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 19006 NW 10th Avenue, Miami, Florida 33169.

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 19006 NW 10th Avenue, Miami, Florida 33169, Miami, Florida 33169 and the registered agent at that office is YVANNE MARCEL

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:

YVANNE MARCEL
19006 NW 10th Avenue
Miami, Florida 33169

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

YVANNE MARCEL
19006 NW 10th Avenue
Miami, Florida 33169

IN WITNESS WHEREOF, I, YVANNE MARCEL, the undersigned incorporator, have signed these Articles of Incorporation on this 22nd day of JANUARY, 1996 and acknowledged the same to be my act.

Yvanne Marcel RN
YVANNE MARCEL

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 22nd day of January, 1996 by YVANNE MARCEL, who personally appeared before me at the time of notarization, and who is personally known by me or who has provided 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
000-422-1555

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

FILED
JAN 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0901 of
the Florida Statutes, the following is submitted, in compliance
with said Acts:

First--That KARDAYVAL CORPORATION, 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 YVANNE MARCEL located at 19006
NW 10th Avenue 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: *Yvanne Marcel*
YVANNE MARCEL

DATE: 1-22-96