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February 8, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosod Butler, Jr.
Secretary

Vutbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Clyne, Esq.

T. Willard Fair

Ronald E. Frasier

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moore

Garth C. Reeves

Nail Robinson

Dorothea Stewart

Kaaron Johnson Street

Elaine H. Black,
Executive Director

RE: Articles of Incorporation: HIGHER DESTINY, 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, Money Order #810124764 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

200001712622

-02/12/96--01078--011

****122.50 ****122.50

Thank you for attention to this matter.

Sincerely,

Stanley B. Lewis, Esq.

Attorney At Law

SL/cd
Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft\articles\lira\HIGHER, INC

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

KATHY H. FEB 15 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OK

HIGHER DESTINY, 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 HIGHER DESTINY, 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 350 S.W. 190 Avenue, Pembroke Pines, FL 33029.

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 consi-

doration 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 350 S.W. 190 Avenue, Pembroke Pines, Florida 33029 and KAREN LEONARD is the registered agent at that office.

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:

KAREN LEONARD
350 S.W. 190 Avenue
Pembroke Pines, FL 33029

JANICE ROBERSON
392 S.W. 187th Terrace
Pembroke Pines, FL 33029

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 XI: INCORPORATOR

The incorporator of the Corporation is as follows:

KAREN LEONARD
350 S.W. 190 Avenue
Pembroke Pines, FL 33029

IN WITNESS WHEREOF, I, KAREN LEONARD, the undersigned incorporator, have signed these Articles of Incorporation on this 8th day of February, 1996 and acknowledged the same to be my act.


KAREN LEONARD

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 8th day of February, 1996 by KAREN LEONARD, 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
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**

**FILED
FEB 12 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 HIGHER DESTINY, 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 Pembroke Pines, County of Broward, State of Florida, has named Karen Leonard located at 350 S.W. 190 Avenue in the City of Pembroke Pines, County of Broward, 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: 

KAREN LEONARD

DATE: 2/8/96

HIGHER DESTINY, INC.
350 Southwest 190th Avenue
Pembroke Pines, Florida 33029
(954) 433-8207

September 25, 1997

Department of
Division of Corporations
Post Office Box 633
Tallahassee, FL 32314

RE: ARTICLES OF DISSOLUTION --
HIGHER DESTINY, INC.

600002304706--5
-09/26/97--0162--011
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed, please find an original and one copy of the following for the above-referenced corporation: **HIGHER DESTINY, INC.;**


- (a) Articles of Dissolution; and
- (b) Payment in the amount of \$87.50 to cover the filing fee and certified copy of Articles;

Please file the above-noted documents and return a file-marked certified, copy of the Articles of Dissolution to the following:

KAREN LEONARD
350 SW 190th Avenue
Pembroke Pines, FL 33029

Thank you for your attention to this matter.

Sincerely,


Karen Leonard,
President

Encls.

Diss.
9-29-97
CC

FILED
SEP 26 1997
57 SEP 26 PM 1:58
TALLAHASSEE
FLORIDA

ARTICLES OF DISSOLUTION
OF
HIGHER DESTINY, INC.

Pursuant to Sections 607.1402 and 607.1403, Florida Statutes, this Corporation submits the following Articles of Dissolution:

1. The name of the Corporation is HIGHER DESTINY, INC. (the "Corporation").

2. The Corporation was organized under the laws of the State of Florida on February 12 1996

3. The Corporation has issued stock to Karen Leonard and Janice Roberson, who also constitute the only members of the Board of Directors of the Corporation.

4. No debt of the Corporation remains unpaid.

5. All of the shareholders and directors have unanimously consented to and authorized the dissolution at a meeting on September 25, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on this 25 day of September, 1997 in Pembroke Pines, Florida and acknowledge the same to be our act.

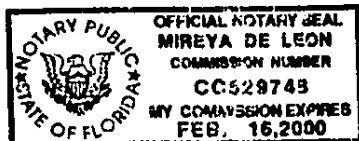
Karen Leonard
KAREN LEONARD, PRES.

Janice Roberson
JANICE ROBERSON

As Shareholders and Directors
of HIGHER DESTINY, INC.,
a Florida corporation

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 25 day of September, 1997, by KAREN LEONARD and JANICE ROBERSON on behalf of HIGHER DESTINY, INC., a Florida corporation, on behalf of the Corporation. They personally appeared before me at the time of the notarization and have produced a Florida Driver's License as identification.



NOTARY PUBLIC:
Sign: Mireya de Leon
Print: Mireya De Leon
State of Florida at Large