



February 13, 1996

BOARD OF DIRECTORS

Officers

Dr. Ray Phillips
President
Hosod Butler, Jr.
Secretary
Vernon C. Anderson
Treasurer

Members

Cornelius L. Allen
Reginald Clyne, Esq.
I. Wilford Fox
Ronald L. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Kim Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moore
Garth C. Reeves
Neil Robinson
Dorothy Stewart
Karen Johnson Street
Elaine H. Black
Executive Director

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

RE: Articles of Incorporation: LOVE AND MIRACLES, INC.

Dear Sir/Madam:

500001716545
-02/16/96--01011--005
****122.50 ****122.50

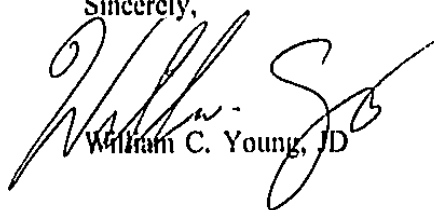
Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, check #2038 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

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

Thank you for attention to this matter.

Sincerely,


William C. Young, JD

WCY/ed
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 PM 1:24

AL FEB 20 1995

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draftarticles@loveinc.com

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

ARTICLES OF INCORPORATION

OF

LOVE AND MIRACLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 PM 1:24

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 LOVE AND MIRACLES, 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 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:

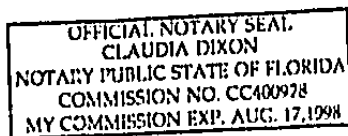
ALLEE K. ALLEN
1402 Kennedy Causeway
#200
N. Bay Village, Florida 33141

IN WITNESS WHEREOF, I, ALLEE K. ALLEN, the undersigned incorporator, have signed these Articles of Incorporation on this 12 day of February, 1996 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 12th day of February, 1996 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 LOVE AND MIRACLES, 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 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.

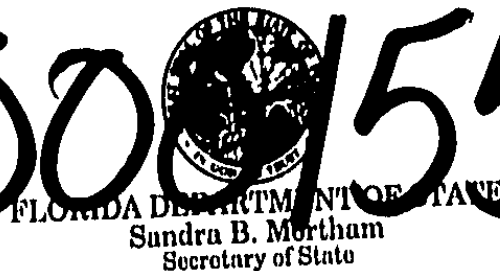
BY: _____

ALLEE K. ALLEN

DATE: _____

Feb 12, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
66 FEB 16 PM 1:26



P96000015595

September 30, 1997

LOVE AND MIRACLES, INC.
1402 KENNEDY CAUSEWAY #200
N. BAY VILLAGE, FL 33141

SUBJECT: LOVE AND MIRACLES, INC.
Ref. Number: P96000015595

Debit Memo #: 17197--B

This is to inform you that check #177 in the amount of \$550.00 submitted with the annual report for LOVE AND MIRACLES, INC. has been returned by you, bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 30, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00048085