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March 4, 1996

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

100001734791  
-03/06/96--01077--014  
\*\*\*122.50 \*\*\*122.50

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Hines  
President  
Hosna Butler, Jr.  
Secretary  
Verbert C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Chyno, Esq.  
T. Wilford Fox  
Ronald E. Frazer  
Howard Hadley, Jr., M.D.  
John A. Hall  
Ken Mason  
Congresswoman Carrie P. Meek  
Dr. Rudolph Mose  
Garth C. Reeves  
Neil Robinson  
Dorothy Stewart  
Karen Johnson Street  
Elaine H. Black,  
Executive Director

RE: Articles of Incorporation:  
DonShea Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, along with check #158, which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

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  
ATTORNEY AT LAW  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*  
Stanley B. Lewis  
Attorney at Law

Encls.

FILED  
96 MAR -6 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3896

*JB*

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

ARTICLES OF INCORPORATION

OR

DonShea Enterprises, INC.

FILED  
96 MAR -6 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming 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 DonShea Enterprises, 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 912 N.W. 46th Street, Miami, Florida 33127.

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 912 N.W. 46th Street, Miami, Florida 33127 and ANCEL A. ROBERTS is the registered agent at that office.

#### 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:

ANCEL A. ROBERTS  
912 N.W. 46th Street  
Miami, FL 33127

#### ARTICLE IX - AMENDMENTS

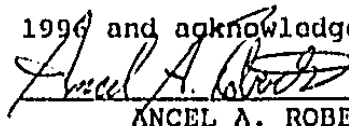
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The Incorporator of the Corporation is as follows:

ANCEL A. ROBERTS  
912 N.W. 46th Street  
Miami, FL 33127

IN WITNESS WHEREOF, I, ANCEL A. ROBERTS, the undersigned  
Incorporator, have signed these Articles of Incorporation on this  
4th day of March, 1996 and acknowledged the same to be my act.

  
ANCEL A. ROBERTS

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 4th day  
of March, 1996 by ANCEL A. ROBERTS, 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: 

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission CC407757  
Expires Sep. 18, 1998  
Bonded by HAJ  
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

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 DonShea Enterprises, 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 ANCEL A. ROBERTS  
located at 912 N.W. 46th Street 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: *Ancel A. Roberts*  
ANCEL A. ROBERTS

DATE: 4 Mar. 96

FILED  
MAR - 6 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA