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March 7, 1996

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

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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbril C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyno, Esq.
T. Ward Fox
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carla P. Meek
Dr. Rudolph Moke
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Karon Johnson Street
Elaine H. Black,
Executive Director

RE: Articles of Incorporation:
DROFFILC, 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 #1512, 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 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

SBS
3/10/96

ARTICLES OF INCORPORATION

OF

DROFFILC, INC.

FILED

96 MAR 11 PM 12:16

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 DROFFILC, 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 1570 6th Street, West Palm Beach, Florida 33401.

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 1570 6th Street, West Palm Beach, Florida 33401, Florida and CLIFFORD MURPH 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:

CLIFFORD MURPH
1570 6th Street
West Palm Beach, Florida 33401

ARTICLE IX - AMENDMENTS

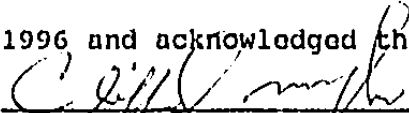
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

CLIFFORD MURPH
1570 6th Street
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, I, CLIFFORD MURPH, the undersigned incorporator, have signed these Articles of Incorporation on this 7th day of March, 1996 and acknowledged the same to be my act.



CLIFFORD MURPH

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 7th day of March, 1996 by CLIFFORD MURPH, 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
800-422-1556

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 DROFFILC, 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 West Palm Beach, County of Palm Beach, State of Florida, has named CLIFFORD MURPH located at 1570 6th Street in the City of West Palm Beach, County of Palm Beach, 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: *Clifford Murph*
CLIFFORD MURPH
AGENT
DATE: 3/11/96

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MAR 11 PM 12:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA