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March 13, 1996

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

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BOARD OF DIRECTIONS

Officers

Dr. Ray Nye
President
Howard Butler, Jr.
Secretary
Vernell C. Anderson
Treasurer

Members

Corneilus E. Allen
Reginald Clynne, Esq.
Clarence W. Ewell
T. Wilford Fox
Ronald E. Frasier
Howard Hadley, Jr., M.D.
John A. Holt
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moore
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Karon Johnson Strait
Elaine H. Black,
Executive Director

**RE: Articles of Incorporation;
PROFESSIONAL ORGANIZING &
PLANNING SERVICES, 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 #1510, 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**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:11

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

gf 3/20/96

ARTICLES OF INCORPORATION

OF

PROFESSIONAL ORGANIZING & PLANNING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:11

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 PROFESSIONAL ORGANIZING & PLANNING SERVICES, 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 10730 SW 173 STREET, MIAMI, FLORIDA, 33157.

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 10730 SW 173 STREET, MIAMI, FLORIDA, 33157, and the registered agent at that office is DOTSY GROVES

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 Director of the Corporation shall be comprised of:

DOTSY GROVES
10730 SW 173 STREET
Miami, Florida 33157

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

DOTSY GROVES
10730 SW 173 STREET
Miami, Florida 33157

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

Dotsy Groves
DOTSY GROVES

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 8th day of March, 1996 by DOTSY GROVES, 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: Alice J. Pratt

PRINT: Alice F. Pratt

STATE OF FLORIDA AT LARGE

ALICE F. PRATT
Notary Public, State of Florida
My Comm. Expires May 28, 1998
No. CC 380953
Bonded Thru Official Notary Service

**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 PROFESSIONAL ORGANIZING & PLANNING SERVICES, 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 DOTSY GROVES at 10730 SW 173 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: Dotsy Groves
DOTSY GROVES

DATE: 3/8/96