



P96000025390

March 13, 1996

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hanna Butler, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Connelva I. Allen
Reginald Clymo, Esq.
Clarence W. Ewell
J. Wilford Fair
Ronald E. Frazier
Howard Hadley, Jr., MD
John A. Hall
Ken Mason
Congresswoman Camille P. Mack
Dr. Rudolph Mobin
Garth C. Reeves
Neil Robinson
Dorothy Stewart
Karon Johnson Street
Haine H. Black,
Executive Director

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

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****122.50 ****122.50

**RE: Articles of Incorporation:
HOW HIGH ENTERTAINMENT, 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 #111, 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:

**WILLIAM C. YOUNG, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150**

FILED
MAR 19 AM 9:29
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Sincerely,

William C. Young, JD

Encls.

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

ARTICLES OF INCORPORATION
OF
HOW HIGH ENTERTAINMENT, INC.

SEP 18 11 03:29
FILED
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 HOW HIGH ENTERTAINMENT, 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 1500 NW 12TH AVENUE, SUITE 1327, MIAMI, FLORIDA 33136.

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 1500 NW 12TH AVENUE, SUITE 1327, MIAMI, FLORIDA 33136, and the registered agent at that office is K. STEPHEON WEECH.

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:

K. STEPHEON WEECH
1500NW 12TH AVENUE
SUITE 1327
MIAMI, FL 33136

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

K. STEPHONE WEECH
1500NW 12TH AVENUE
SUITE 1327
MIAMI, FL 33136

IN WITNESS WHEREOF, I, K. STEPHONE WEECH, the undersigned incorporator,
have signed these Articles of Incorporation on this 12th day of March, 1996 and
acknowledged the same to be my act.

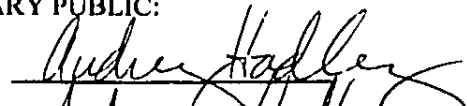

K. STEPHONE WEECH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was sworn to before me this 12th day of March, 1996 by
K. STEPHONE WEECH, 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.



OFFICIAL SEAL
AUDREY HADLEY,
My Commission Expires
March 15, 1997
Comm. No. CC 266169

NOTARY PUBLIC:
SIGN: 
PRINT: Audrey Hadley
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 HOW HIGH ENTERTAINMENT, 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 K. STEPHEON WEECH at 1500 NW 12TH AVENUE, SUITE 1324, 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: 
K. STEPHEON WEECH

DATE: 1-12-96