# 960000253 March 13, 1996

rivision of Corporation Post Office Box 6327

#### **BOARD OF DIRECTORS**

Officials

Di. Noy Philips Prodictions

Hosoci Bullor, Ji

Virtiert C. Anderson heaman

Members

Comoles L. Allen Reginald Clyne, Lsq.

Ckirmes W Ewell

t. Willard Fair Ronald F. Leener

Howard Hadiny, Jr., M.D.

John A Hall Kon Maton

Congresswoman Carlo P. Mouk

Dr. Rudolph Molto

Gaith C. Reoves

Noill Robinson

Dorothed Stewas

Kaaren Johnson Street

Ekilno II Black, Exocutivo Director

Department of State Tallahassee, Florida 32314

900001748049 -03/18/96--01138--019 \*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation: FLAMBEAU 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 #0939, 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

Thank you for your attention to this matter;

Sincerely,

Encls.

TOOLS FOR CHANGE BLACK ECONOMIC DEVELOPMENT COALITION, INC.

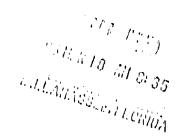
6255 N.W. 7th Avenue • Miaml, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

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## ARTICLES OF INCORPORATION

<u>OF</u>

## FLAMBEAU ENTERPRISES, INC.



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 1: NAME OF THE CORPORATION

The name of the corporation is FLAMBEAU 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 18495 S. DIXIE HIGHWAY, SUITE 307, 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 each 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 15304 S.W. 99th AVE., Miami, Florida 33157, and the registered agent at that office is BENETT DARBEAU.

### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) directors 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:

BENETT DARBEAU 15304 S.W. 99th AVE., MIAMI, FLORIDA 33157 JANICE DARBEAU 15304 S.W. 99th AVE. MIAMI, FLORIDA 33157

### **ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation is as follows:

BENETT DARBEAU 15304 S. W. 99th AVE., MIAMI, FLORIDA 33157 JANICE DARBEAU 15304 S.W. 99th AVE., MIAMI, FLORIDA 33157

The foregoing instrument was sworn to before me this Aday of March 1996 by BENETT DARBEAU AND JANICE DARBEAU, who personally appeared before me at the time of notarization, and who is personally known to me or who has 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: AUAY CY TA A 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 FLAMBEAU 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 BENETT DARBEAU located at 15304 S.W. 99th AVE., 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.

DATE: 1-12-94