



P96000035070

April 17, 1996

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

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BOARD OF DIRECTORS

Officers

Dr. Amy Phillips
President
Nancy Butler Jr.
Secretary
Vernon C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clynn. Esq.
Clarence W. Ewell
I. Wilford Fox
Ronald E. Frazier
Howard Hadley Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Corrie P. Meek
Dr. Rudolph Moss
Guth C. Rueves
Neil Robinson
Dorotha Stewart
Karen Johnson Street
Flame H. Black
Executive Director

Re: Articles of Incorporation:
(1) THREE SQUARE PRODUCTIONS,
INC.;
(2) F & J GLOBAL NETWORK, INC.

Dear Sir/Madam:

Enclosed please find the following:

- (1) an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for THREE SQUARE PRODUCTIONS, INC.;
- (2) money order #810134227 in the sum of \$122.50 for filing fee;
- (3) an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for F & J GLOBAL NETWORK, INC.;
- (4) check #3154 in the sum of \$122.50 for filing fee;

Please file both the Articles and Certificate of Designation for each of the corporations 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

FILED
96 APR 22 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PMC
4/23/96

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

ARTICLES OF INCORPORATION

OR

F & J GLOBAL NETWORK, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is F & J GLOBAL NETWORK, 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 18800 N.W. 2nd Avenue, Ste. 204, Miami, FL 33169.

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 Seven Thousand (7,000) 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 18800 N.W. 2nd Avenue, Ste. 204, Miami, Florida 33169 and JAYSON FORREST is the registered agent at that office.

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:

JAYSON FORREST
105 S.W. 4th Street, Apt. 1
Hallandale Beach, FL 33009

FRANKLIN LAWRENCE
105 S.W. 4th Street
Hallandale Beach, FL 33009

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: INCORPORATORS

The incorporators of the Corporation are as follows:

JAYSON FORREST
105 S.W. 4th Street, Apt. 1
Hallandale Beach, FL 33009

FRANKLIN LAWRENCE
105 S.W. 4th Street
Hallandale Beach, FL 33009

IN WITNESS WHEREOF, We, JAYSON FORREST and FRANKLIN LAWRENCE, the undersigned incorporators, have signed these Articles of Incorporation on this 17 day of April, 1996 and acknowledged the same to be our act.

Jayson Forrest
JAYSON FORREST

Franklin Lawrence
FRANKLIN LAWRENCE

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 17th day of April, 1996 by JAYSON FORREST and FRANKLIN LAWRENCE, both of whom personally appeared before me at the time of notarization, and both of whom have 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
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
APR 22 11:10:48
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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 F & J GLOBAL NETWORK, 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 JAYSON FORREST located at 18800 N.W. 2nd Avenue, Ste. 204 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: Jayson Forrest

JAYSON FORREST

DATE: 4/17/96