



P960000 48477

Saturday, 18 May, 1996

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Harold Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Chyne, Esq.

T. Wilford Fox

Ronald E. Frazier

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Mose

Garth C. Reeves

Neil Robinson

Dorothea Stewart

Karen Johnson Street

Elaine H. Black,
Executive Director

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

Gentlemen:

SUBJECT: POWER CORE, INC.

Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificate designating the place of business and registered agent

Please file both the Articles and Certificate of Designation for each corporation and return a filed marked certified copy of each document to the following address:

**WILLIAM C. YOUNG, JD
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150**

Thank you for your attention to this matter.

Very truly yours,


William C. Young, JD

WCY:jad

Enclosures

FILED
95 JUN -3 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 of 11

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

Bmc 6/6/96

ARTICLES OF INCORPORATION

OF

POWER CORE, INC.

FILED
96 JUN -3 PM 4:24
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 POWER CORE, 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 1011 N. W. 47TH STREET, MIAMI, FL 33127.

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 1011 N. W. 47TH STREET, MIAMI, FLORIDA 33127 and the registered agent at that office is MARIE J. BEAUZIEUX.

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:

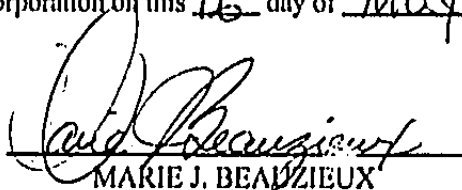
MARIE J. BEAUZIEUX
1011 N. W. 47TH STREET
MIAMI, FL 33127

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

MARIE J. BEAUZIEUX
1011 N. W. 47TH STREET
MIAMI, FL 33127

IN WITNESS WHEREOF, I, MARIE J. BEAUZIEUX, the undersigned incorporator, have signed these Articles of Incorporation on this 16 day of May, 1996, and acknowledged the same to be my act.


MARIE J. BEAUZIEUX

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of May, 1996, by MARIE J. BEAUZIEUX, 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: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407767
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
JUN -3 PM 4:24
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 POWER CORE, 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 MARIE J. BEAUZIEUX at 1011 N. W. 47TH 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:


MARIE J. BEAUZIEUX

DATE: 05-16-96