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June 11, 1996

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

TELEPHONE 904-498-1413
FACSIMILE 904-498-0113
904-498-1500 904-498-1225

BOARD OF DIRECTORS

Officers

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

Members

Cornelius E. Allen
Reginald Clyne, Esq.
I. Willard Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Mack
Dr. Rudolph Moran
Ganh C. Reeves
Neil Robinson
Dorothea Stewart
Karon Johnson Strout
Elaine H. Black,
Executive Director

Re: Articles of Incorporation:
LAKAY, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, along with money order #15-029896343 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

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Stanley GAVE
AUTHORIZATION BY PHONE TO
Endrs. CORRECT *name - all of*
DATE *6/19/96* *Madame*
DOC. EXAM. *BP*

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96 JUN 17 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-12984

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

LAKAY, INC.,

OF MIAMI

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 LAKAY, INC., hereinafter referred to as the "Corporation".

OF MIAMI

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 5927 N. E. SECOND AVENUE, MIAMI, FL 33137.

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

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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 5927 N. E. SECOND AVENUE, MIAMI, FLORIDA 33137 and the registered agent at that office is LEAMAN BIEN-AIME.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) director(s) 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:

LEAMAN BIEN-AIME
5927 N. E. SECOND AVENUE
MIAMI, FL 33137

SOLANGE BIEN-AIME
5927 N. E. SECOND AVENUE
MIAMI, FL 33137

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

LEAMAN BIEN-AIME
5927 N. E. SECOND AVENUE
MIAMI, FL 33137

IN WITNESS WHEREOF, I, LEAMAN BIEN-AIME, the undersigned incorporator, have signed these Articles of Incorporation on this 11 day of June, 1996 and acknowledged the same to be my act.

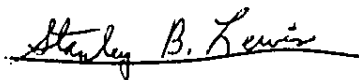

LEAMAN BIEN-AIME

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of June, 1996 by LEAMAN BIEN-AIME, 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: 

PRINT: **STANLEY B. LEWIS**
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407767
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556

**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 LAKAY, INC., desiring to organize under the laws of the State of Florida with
OF MIAMI
its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade,
State of Florida, has named LEAMAN BIEN-AIME at 5927 N. E. SECOND AVENUE in the City
of MIAMI, County of DADÉ, 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: *Leaman Bien-Aime*
LEAMAN BIEN-AIME

DATE: 6-11-96

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96 JUN 17 AM 9:09
TALLAHASSEE, FLORIDA
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