



P96002X63216

96 JUL 26 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 23, 1996

BOARD OF DIRECTORS

Officers

Dr. Roy Phelps
President
Howard Baker, Jr.
Secretary
Verdell C. Anderson
Treasurer

Members

Constance E. Allen
Rogerski Chyns, Esq.
Clarence W. Lusk
T. Ward Lee
Ronald L. Frazier
Howard Haskley, Jr., M.D.
John A. Holt
Ken Mason
Congresswoman Camo P. Mook
Dr. Rudolph Moore
Guth C. Remy
Neil Robinson
Dorothy Stewart
Karen Johnson Street
Ebone H. Black,
Executive Director

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

400001805404
-07/26/96---01046---007
***122.50 ***122.50

Gentlemen:

SUBJECT: JONES FAMILY CUSTODIAL SERVICES, INC.

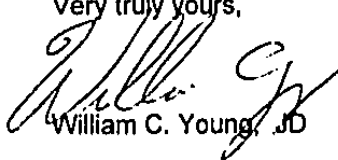
Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificate designating the place of business and registered agent. A check/money order 362, in the amount of \$122.50, is enclosed.

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

SBL:jad

Enclosures

2H
7/29/96

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

FILED

96 JUL 26 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JONES FAMILY CUSTODIAL SERVICES, 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 I: NAME OF THE CORPORATION

The name of the corporation is JONES FAMILY CUSTODIAL SERVICES, 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 451 N. W. 56 STREET, MIAMI, FL 33142.

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 Ten Thousand (10,000) 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 451 N. W. 56 STREET, MIAMI, FLORIDA 33142 and the registered agent at that office is RUEBEN JONES.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

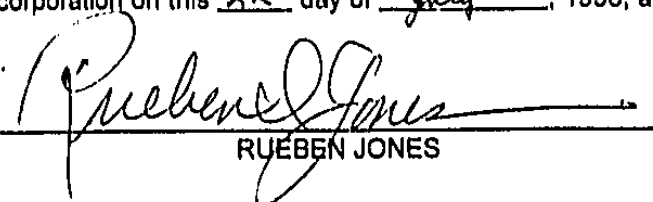
The Corporation shall have SEVEN (7) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

RUEBEN JONES
451 N. W. 56 STREET
MIAMI, FL 33142

IN WITNESS WHEREOF, I, RUEBEN JONES, the undersigned Incorporator, have signed these Articles of Incorporation on this 22 day of July, 1996, and acknowledged the same to be my act.


RUEBEN JONES

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of July, 1996 by RUEBEN JONES, 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 CC407787
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

96 JUL 26 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, 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 JONES FAMILY CUSTODIAL SERVICES, 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 RUEBEN JONES at 451 N. W. 56 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:


RUEBEN JONES

DATE: July 22, 1996

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATE

796 0000 632 16

OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

| FUND | AMOUNT | REASON RETURNED | KEY # | |
|-----------------|----------|--------------------|-------|---|
| GENERAL REVENUE | 0.00 | INSUFFICIENT FUNDS | 1 | |
| TRUST | 1,526.25 | ACCOUNT CLOSED | 2 | 2 |
| OTHER | | UNCOLLECTED FUNDS | 3 | |
| TOTAL | 1,526.25 | OTHER | 4 | |

| CROSS REF | SAMAS CODE | DISTRIBUTION | REASON | AMOUNT |
|-----------|--------------------------------------|--------------|--------|--------|
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 8.75 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 4 | 61.25 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 2 | 61.25 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 122.50 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 122.50 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 225.00 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 225.00 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 225.00 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 225.00 |
| 12 | 45-20-2-130001-45300000-00-000100-00 | | 1 | 250.00 |

GRAND TOTAL:

\$ 1,526.25

96 AUG 29 AM 8:44
FINANCIAL MANAGEMENT

RECEIVED

Process Date: 08/02/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

RUBEN L JONES OR
CAROLYN L JONES
305-754-9572
123 N.W. 56 STREET
MIAMI, FL 33151

6/28/96
122 50/100

362
03 JUN 97
11

PAY TO THE
ORDER OF

Handwritten: 122 50/100
122 50/100
DOLLARS



DO NOT
RECEIVE
COLLECTION ONLY

FOR

STILE AGENCY

00670039850362 1463999377

00000122504

0749685--01046--007
122.50

NOT PRESENT
ENTER FOR CASH ITEM

DO NOT PRESENT
ENTER FOR CASH ITEM

GOODBARNETT
498-06300
5527-3527
FL AX FL 13
ONLY AS CASH ITEM

195x2833

[illegible]

ALL CASH ITEM



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 6, 1996

**Rueben I. Jones or
Carolyn L. Jones
1253 NW 56 St.
Miami, FL 33142**

**SUBJECT: JONES FAMILY CUSTODIAL SERVICES, INC.
Ref. Number: P96000063216**

Debit Memo #: 700534-E

This is to inform you that your check #362 dated June 26, 1996 in the amount of \$122.50 and submitted for JONES FAMILY CUSTODIAL SERVICES, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

**Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314**

**If you have any questions concerning the returned check, please call
(904) 487-6900.**

**Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations**

Letter number: 896A00041699

**cc: Jones Family Custodial Services, Inc.
451 NW 56 St.
Miami, Florida 33142**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

**Rueben I. Jones or
Carolyn L. Jones
1253 NW 56th Street
Miami, FL 33142**

**SUBJECT: JONES FAMILY CUSTODIAL SERVICES, INC.
Ref. Number: P96000063216**

Debit Memo #: 700534-E

Due to your failure to respond to our previous letter advising you of the returned check #362, the Articles of Incorporation for JONES FAMILY CUSTODIAL SERVICES, INC. have been cancelled and are considered not filed as of October 9, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

**Sincerely
Melinda Lillston
Administrative Assistant I
Division of Corporations**

Letter number: 496A00046008

P 96000063216

DOCUMENT NUMBER

DATE:

10-11-96

700534-E

RECEIVED PAYMENT FOR DEBIT MEMO #

OF \$ 138.00. REACTIVATED ARTICLES OF INCORPORATION.

IN THE AMOUNT

MELINDA LILLISTON

400001971114

-10/11/96--01004--004

****138.00 ****138.00

P96000063216



August 18, 1996

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

600001954146
-09/24/96--01025--015
*****87.50 *****87.50

BOARD OF DIRECTORS

Officers

Dr. Ray Tully
President
Hosna Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius L. Allen
Reginald Chyns, Esq.
Clarence W. Ewell
J. 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
Dorothy Stewart
Karon Johnson Street
Elaine H. Black,
Executive Director

Gentlemen:

SUBJECT: JONES FAMILY CUSTODIAL SERVICES, INC.

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation and the Certificate designating the place of business and registered agent. A check # 3503, in the amount of \$87.50, is enclosed.

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

**JEANNETTE G. ANDREWS, ESQ.
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33160**

Thank you for your attention to this matter.

Very truly yours,

Jeannette G. Andrews, Esq.

JA:jga

Enclosures

amjones

FILED
96 OCT 10 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated Art.

VS OCT 11 1996

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 71st Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1996

JEANNETTE G. ANDREWS, ESQ.
TOOLS FOR CHANGE
6255 N.W. SEVENTH AVENUE
MIAMI, FL 33150

SUBJECT: JONES FAMILY CUSTODIAL SERVICES, INC.
Ref. Number: P96000063216

We have received your document for JONES FAMILY CUSTODIAL SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 996A00045258



October 7, 1996

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

BOARD OF DIRECTORS

Officers

Dr. Ray Phillips
President
Hosea Butler, Jr.
Secretary
Verdell C. Anderson
Treasurer

Members

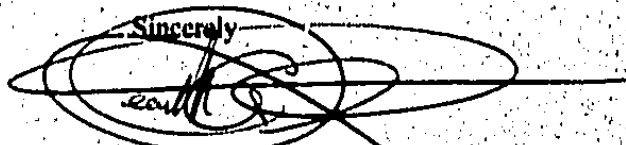
Cornelius E. Allen
Reginald Clyne, Esq.
T. Wilford Fox
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Mose
Garth C. Reeves
Neil Robinson
Doratha Stewart
Karen Johnson Street
Elaine H. Black,
Executive Director

Dear Ms Shepard:

Subject: JONES FAMILY CUSTODIAL SERVICES, INC.
Ref. Number P96000063216

Per the request in your attached letter, I have enclosed corrections to the restated Articles of Incorporation for the above named Corporation.

Your attention to this matter is greatly appreciated. Thank you.

Sincerely,

Jeannette G. Andrews, Esq.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JONES FAMILY CUSTODIAL SERVICES, INC.
A FLORIDA FOR-PROFIT CORPORATION

FILED
96 OCT 10 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Articles of Restatement:

ARTICLES I: NAME OF CORPORATION

The name of the Corporation is JONES FAMILY CUSTODIAL SERVICES, Inc.

ARTICLES II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1251 N.W. 56th Street, Miami, Florida 33142.

ARTICLES III: DURATION OF THE CORPORATION

The Corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLES 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.

ARTICLES V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to 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 of the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLES 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.

ARTICLES VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's ~~initial~~ registered office is 1251 N.W. 56th Street, Miami, Florida 33142 and the

registered at that office is Rueben Jones.

ARTICLES VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have SEVEN (7) directors constituting the initial Board of Directors. The number of directors may increased or decreased from time to time by the bylaws.

ARTICLES IX: INCORPORATOR

The incorporator of the corporation is as follows:

RUEBEN JONES
1251 N.W. 56th Street
Miami, Florida 33142

The foregoing Articles of Restatement restate and integrate the corporation's Articles of Incorporation filed on July 26, 1996, and, in addition, amends, Articles II, VII, and IX of the corporation's Articles of Incorporation.

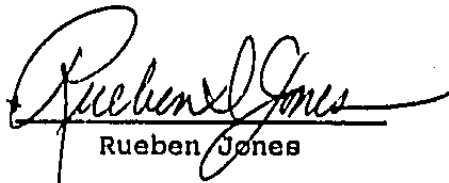
There is no discrepancy between the Corporation's Articles of Incorporation as therefore amended and the provisions of these Articles of Restatement other than the inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The Articles of Restatement, duly adopted by the Board of Directors, supersede the original articles of incorporation and all amendments to them.

The shareholders are not required to vote on amendments or restatement to the Articles of Incorporation.

The Amended and Restated Articles were adopted by the Board of Directors.

IN WITNESS WHEREOF, I, RUEBEN JONES, President of the JONES FAMILY CUSTODIAL SERVICES, INC., have signed these Articles of Restatement, on this 9th day of September, 1996.


Rueben Jones

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 9th day of September, 1996, by Rueben Jones, President of the JONES FAMILY CUSTODIAL SERVICES, INC., a Florida For Profit Corporation, on behalf of the corporation. He personally appeared before me at the time of notarization, and is personally known to me or has 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 CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1565

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

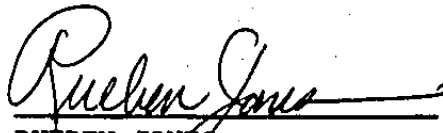
Pursuant to the provisions of Sections 48.091 and 607.0501 of the Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

That JONES FAMILY CUSTODIAL SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates RUEBEN JONES, as its registered agent and 1251 N.W. 56th Street, Miami, Florida 33142 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 9th day of September, 1996 to act in such capacity for such corporation at its registered office.


RUEBEN JONES