



P96000073792

Thursday, 20 August, 1996

BOARD OF DIRECTORS

Officers

Dr. Ray Pugh
President

James Butler Jr.
Secretary

Vernon C. Anderson
Treasurer

Members

Constance E. Allen

Raymond Clyne, Esq.

Clarence W. Fowl

T. Wilford Fox

Reynold L. Freeman

Howard Hackley Jr. MD

John A. Hall

Ken Mason

Congresswoman Corrine P. Meek

Dr. Rudolph Moss

Garth C. Reeves

Ned Robinson

Dorothy Stewart

Kathryn Johnson Street

Harold H. Black

Executive Director

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

Gentlemen:

SUBJECT: PHOENIX CENTER AND SPA, INC.

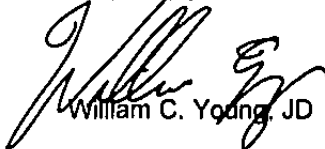
Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificate designating the place of business and registered agent. A check/money order 947, in the amount of \$122.50, is enclosed.

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

WCY:cc

Enclosures

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****122.50 ****122.50

FILED
96 SEP -3 PM 4:02
DEPT. OF STATE
TALLAHASSEE, FL 32314

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

P.S. - 96
FR

ARTICLES OF INCORPORATION

OF

PHOENIX CENTER AND SPA, INC.

FILED
2002 SEP 13 PM 4:02
CLERK OF DISTRICT COURT
STATE OF 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 PHOENIX CENTER AND SPA, 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 1345 LINCOLN RD., #1104, MIAMI BEACH, FLORIDA 33139.

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 1345 LINCOLN RD., #1104, MIAMI BEACH, FLORIDA 33139 and the registered agent at that office is CRISTOBAL BARRIOS, JR..

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) 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:

CRISTOBAL BARRIOS, JR.
1345 LINCOLN RD., #1104
MIAMI BEACH, FL 33139

PEDRO BARRIOS
1148 W. WATERVIEW
FULLERTON, CA 92633

BARBARA BARRIOS
1148 W. WATERVIEW
FULLERTON, CA 92633

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

CRISTOBAL BARRIOS, JR.
1345 LINCOLN RD., #1104
MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, I, CRISTOBAL BARRIOS, JR., the undersigned incorporator,
have signed these Articles of Incorporation on this 28th day of August, 1996, and
acknowledged the same to be my act.

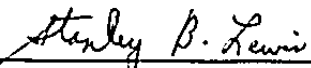

CRISTOBAL BARRIOS, JR.

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of August,
1996 by CRISTOBAL BARRIOS, JR., 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 CC407787
Expires Sep. 15, 1998
Fec'd 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 PHOENIX CENTER AND SPA , 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 CRISTOBAL BARRIOS, JR., at 1345 LINCOLN RD., #1104, 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-

ACKNOWLEDGMENT:

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: 

CRISTOBAL BARRIOS, JR.

DATE: 8/28/96