



P96000083892

October 1, 1996

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

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and the money order or check for filing fees for the following:

No	Company Name	MO/Ck No.	Amount
	ENGINEERS FOR A CLEAR AMBIENT, INC.	227	\$122.50

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:

Jeannette G. Andrews
Attorney At Law
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -7 PM 4:16

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews
Attorney At Law

Encls.

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10/11

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

ARTICLES OF INCORPORATION

OF

ENGINEERS FOR A CLEAR AMBIENT, INC.

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT -7 PM 4:16

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 ENGINEERS FOR A CLEAR AMBIENT, 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 10500 SOUTHWEST 108TH AVENUE, SUITE B413, MIAMI, FLORIDA 33176.

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

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 10500 SOUTHWEST 108TH AVENUE, SUITE B413, MIAMI, FLORIDA 33176, and the registered agent at that office is DIEGO TORROIJA.

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:

**DIEGO TORROIJA
10500 SOUTHWEST 108TH AVENUE
SUITE: B413
MIAMI, FLORIDA 33176**

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

**DIEGO TORROIJA
10500 SOUTHWEST 108TH AVENUE
SUITE: B413
MIAMI, FLORIDA 33176**

IN WITNESS WHEREOF, I, DIEGO TORROIJA, the undersigned incorporator, have signed these Articles of Incorporation on this 23 day of SEPT, 1996, and acknowledged the same to be my act.



DIEGO TORROIJA

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of September, 1996 by **DIEGO TORROIJA**, 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: Karin Dejo

**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 ENGINEERS FOR A CLEAR AMBIENT, 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 **DIEGO TORROIJA**, at **10500 SOUTHWEST 108TH AVENUE, SUITE B413, MIAMI, FLORIDA 33176**, 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: 
DIEGO TORROIJA

DATE: 9/23/95

RECEIVED
DIVISION OF CORPORATE AFFAIRS
96 OCT -7 11 41 16