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October 23, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 3:38

BOARD OF DIRECTORS

Officers

Dr. Roy P. Hines
President

Howard Butler Jr.
Secretary

Verdell C. Anderson
Treasurer

Members

Corneilus L. Allen

Reginald Clyne, Esq.

Clarence W. Lwail

T. Wilford Fox

Ronald E. Frazier

Howard Hadley Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moore

Garth C. Reeves

Neil Robinson

Dorothy Stewart

Karon Johnson Street

Liane H. Black

Executive Director

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

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****122.50 ****122.50

Re: Articles of Incorporation:
SOUTHLAND ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for SOUTHLAND ENTERPRISES, INC. along with check #1066 in the sum of \$122.50 for filing fee.

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

Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

D. BROWN OCT 30 1996

ARTICLES OF INCORPORATION

OR

SOUTHLAND ENTERPRISES, INC.

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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 SOUTHLAND ENTERPRISES, 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 at 1523 NW 45th Street, Miami, Florida 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 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 is 1523 NW 45th Street, Miami, Florida 33142 and JOHN W. McLEOD is the registered agent at that office.

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:

JOHN W. McLEOD
1523 NW 45th Street
Miami, Florida 33142

ARTICLE IX - AMENDMENTS

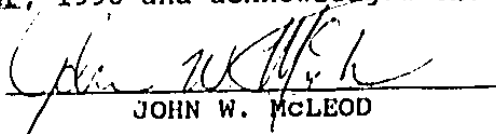
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

JOHN W. MCLEOD
1523 NW 45th Street
Miami, Florida 33142

IN WITNESS WHEREOF, I, JOHN W. MCLEOD, the undersigned
incorporator, have signed these Articles of Incorporation on this
23rd day of October, 1996 and acknowledged the same to be my act.


JOHN W. MCLEOD

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 23rd day
of October, 1996 by JOHN W. MCLEOD, who personally appeared
before me at the time of notarization, and who is personally known
by me or who has provided Florida Driver's License as identifica-
tion.

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
800-422-1558

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
WHOM PROCESS MAY BE SERVED

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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 SOUTHLAND ENTERPRISES, 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 JOHN W. MCLEOD located
at 1523 NW 45th 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: 
JOHN W. MCLEOD

DATE: 10/23/96