



P96000091331

October 31, 1996

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President  
Hosou Butler, Jr.  
Secretary  
Verbert C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Chyno, Esq.  
T. Willard Fair  
Ronald E. Frazier  
Howard Hadley, Jr., M.D.  
John A. Hall  
Ken Mason  
Congresswoman Carla P. Meek  
Dr. Rudolph Moore  
Garth C. Reeves  
Noel Robinson  
Dorothea Stewart  
Karen Johnson Street  
Elaine H. Black,  
Executive Director

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

100001995721--5  
-11/05/96--01053--008  
\*\*\*\*122.50 \*\*\*\*122.50

**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
1.	FONTAINE & CASTRO ENTERPRISES, INC.	2835133307	\$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:

William C. Young, J.D.  
Tools For Change  
6255 Northwest 7th Avenue  
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

William C. Young, J.D.

Encls.

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV -4 AM 8:31

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

REGISTER NOV 6 1996

**ARTICLES OF INCORPORATION**

**OF**

**FONTAINE & CASTOR ENTERPRISES, INC.**

**FILED**  
96 NOV -4 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, 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 , **FONTAINE & CASTOR 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 **3250 NORTHWEST 81ST TERRACE, MAIMI, FLORIDA 33147.**

**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 **3250 NORTHWEST 81ST TERRACE, MIAMI, FLORIDA 33147**, and the registered agent at that office is **RAYMOND FONTAINE**.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have **FOUR (4)** 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:

**RAYMOND FONTAINE  
3250 NORTHWEST 81ST  
TERRACE  
MIAMI, FLORIDA 33147**

**SEVIGNE CASTOR  
3250 NORTHWEST 81ST  
TERRACE  
MIAMI, FLORIDA 33147**

**KARLYN FONTAINE  
3250 NORTHWEST 81ST  
TERRACE  
MIAMI, FLORIDA 33147**

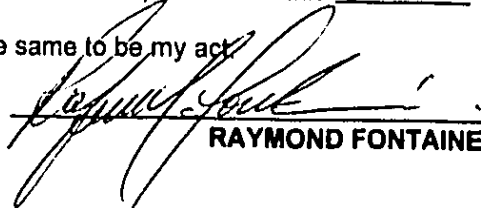
**YANICK CASTOR  
3250 NORTHWEST 81ST  
TERRACE  
MIAMI, FLORIDA 33147**

#### **ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

**RAYMOND FONTAINE  
3250 NORTHWEST 81ST TERRACE  
MIAMI, FLORIDA 33147**

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

  
RAYMOND FONTAINE

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 23 day of October, 1996 by **RAYMOND FONTAINE**, 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: Geraldine M. Belle  
STATE OF FLORIDA AT LARGE



Geraldine Mathie Belle  
My Commission CC677991  
Expires Aug. 18, 2000

**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, **RAYMOND FONTAINE**, 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 **RAYMOND FONTAINE**, at, **3250 NORTHWEST 81ST TERRACE**, 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: 

**RAYMOND FONTAINE**

DATE: October 23, 1996

**FILED**  
96 NOV -4 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA