



November 27, 1996

P96000098010

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

BOARD OF DIRECTORS

Officers

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

Members

Cornelius E. Allen
Reginald Clyne, Esq.
T. Willard Fair
Ronald E. Frazer
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Mose
Garth C. Reeves
Nell Robinson
Dorothea Stewart
Kaaren Johnson Street
Elaine H. Black,
Executive Director

**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 orders or checks for filing fees for the following:

No	Company Name	MO/Ck No.	Amount
1.	Republic Systems, Inc.	369	\$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, Esq.
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

EFFECTIVE DATE
1-1-97

400002017874--1
-12/03/96--01095--008
****122.50 ****122.50

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

12/3

FILED
96 DEC -2 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

REPUBLIC SYSTEMS, INC.

FILED
96 DEC -2 PM 3:02
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, **REPUBLIC SYSTEMS, INC.,** hereinafter referred to as the "Corporation".

EFFECTIVE DATE
1-1-97

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is **15476 NORTHWEST 77TH COURT, SUITE 289, MIAMI LAKES, FLORIDA 33016.**

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 **15476 NORTHWEST 77TH COURT, SUITE 289, MIAMI LAKES, FLORIDA 33016.**, and the registered agent at that office is **HULESS JONES.**

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.

ARTICLE IX: EFFECTIVE DATE

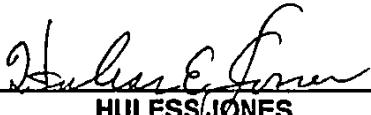
The effective date of these Articles of Incorporation is January 1, 1997.

ARTICLE X: INCORPORATOR

**HULESS JONES
15476 NORTHWEST 77TH COURT
SUITE 289
MIAMI LAKES, FLORIDA 33016.**

The incorporators of the Corporation is as follows:

IN WITNESS WHEREOF, I, HULESS JONES, the undersigned incorporators, have signed these Articles of Incorporation on this 26th day of November, 1995, and acknowledged the same to be my act.

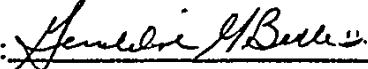

HULESS JONES

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of November, 1996 by ,
HULESS 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: 

PRINT: Geraldine M. Belle
STATE OF FLORIDA AT LARGE



Geraldine Mathie Belle
My Commission OC877991
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 **REPUBLIC SYSTEMS, 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 LAKES** County of **DADE**, State of Florida, has named **HULESS JONES** at, **15476 NORTHWEST 77TH COURT, SUITE 289**, in the City of **MIAMI LAKES** , 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: *Huless Jones*
HULESS JONES

DATE: November 20, 1996

FILED
96 DEC -2 PM 3:02
CLERK OF STATE
TALLAHASSEE FLORIDA