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December 20, 1996

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

BOARD OF DIRECTORS

Officers

Dr. Ray Phillips
President
Hosoo Butler Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Regnola Clyne, Esq.
Clarence W. Ewell
T. Wilford Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Mose
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Kearan Johnson Street
Blane H. Black,
Executive Director

EFFECTIVE DATE

1-1-97

Re: Articles of Incorporation
To Be Filed.

96 DEC 26 PM 3:39
SECRETARY
TALLAHASSEE, FLORIDA

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
	RENT-A-WAITER, INC.	406284968	\$122.50
	MINORITY APPRAISAL INSTITUTE, INC.	1289	\$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

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

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12.31.96
KR

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

RENT-A-WAITER, INC.

EFFECTIVE DATE
1-1-97

FILED
96 DEC 26 PM 3:39
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:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is, **RENT-A-WAITER, 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 **2277 NORTHWEST 95TH STREET, MIAMI, 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 is **2277 NORTHWEST 95TH STREET, MIAMI, FLORIDA 33147**, and the registered agent at that office is **DELIA BROWN**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have **two (2)** directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

**DELIA BROWN
2277 NORTHWEST 95TH STREET
MIAMI, FLORIDA 33147**

**FRANCIS FRANCOIS
2277 NORTHWEST 95TH STREET
MIAMI, FLORIDA 33147**

ARTICLE IX: EFFECTIVE DATE

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

ARTICLE X: INCORPORATOR

**DELIA BROWN
2277 NORTHWEST 95TH STREET
MIAMI, FLORIDA 33147**

The incorporators of the Corporation is as follows:

IN WITNESS WHEREOF, I, DELIA BROWN, the undersigned incorporators, have signed these Articles of Incorporation on this 20 day of December, 1996, and acknowledged the same to be my act.

Delia Brown
DELIA BROWN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of December, 1996 by ,
DELIA BROWN, 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: *Geraldine M. Bello*

PRINT: *Geraldine M. Bello*
STATE OF FLORIDA AT LARGE



Geraldine Mathis Bello
My Commission CC877001
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 **RENT-A-WAITER, 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 **DELIA BROWN** at **2277 NORTHWEST 95TH 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-

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: *Delia Brown*
DELIA BROWN

DATE: December 20, 1996