



P97000013648

February 7, 1997

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President

Hosea Butler, Jr.  
Secretary

Verbert C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Cyne, Esq.

T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Nell Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,  
Executive Director

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

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-02/10/97--01066--013

\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation:  
KELMAR SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with check #102 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 10 PM 12:32

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

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

*ga 2/12/97*

**ARTICLES OF INCORPORATION**

**OF**

**KELMAR SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 10 PM 12:32

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 KELMAR SERVICES, 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 8245 NW 34 AVE, MIAMI, FL 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 8245 NW 34 AVE, MIAMI, FL 33147 and MARLON KELLY 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:

MARLON KELLY  
8245 NW 34 AVE,  
MIAMI, FL 33147

#### **ARTICLE IX - AMENDMENTS**

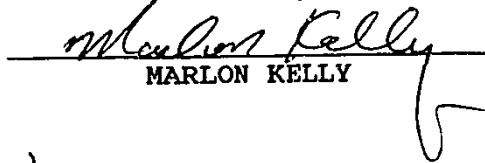
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

**ARTICLE X: INCORPORATORS**

The incorporators of the Corporation are as follows:

MARLON KELLY  
8245 NW 34 AVE,  
MIAMI, FL 33147

IN WITNESS WHEREOF, I, MARLON KELLY, the undersigned incorporator, have signed these Articles of Incorporation on this 7<sup>th</sup> day of February, 1997 and acknowledged the same to be my act.

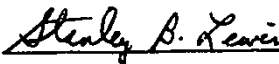
  
MARLON KELLY

STATE OF FLORIDA     )

COUNTY OF DADE       )

The foregoing instrument was sworn to before me this 7<sup>th</sup> day of February, 1997 by MARLON KELLY, who personally appeared before me at the time of notarization, and who has provided a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission OC407787  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 10 PM 12:32

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 KELMAR SERVICES, 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 MARLON KELLY located at :  
8245 NW 34 AVE, MIAMI, FL 33147

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:

Marlon Kelly  
MARLON KELLY

DATE: 2-7-97