



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

February 19, 1997

Re: Articles of Incorporation
To Be Filed.

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosoa Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Clyne, Esq.

T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neill Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black
Executive Director

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.	WATSON'S ROLL ROYCE LIMO, INC.	2005	\$122.50
2.	NELO, INC.	7502	\$122.50
3.	XALI ENTERTAINMENT, INC.	02-080585977	\$122.50
	TOTAL		\$367.50

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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****122.50 ****122.50

K.R. FEB 27 1997

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

XALI ENTERTAINMENT, INC.

FILED
97 FEB 24 AM 8:34
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 **XALI ENTERTAINMENT, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is **800 N. Miami Ave., Suite 1102E, Miami, FL 33136** and mailing address of Corporation is **P.O. Box 015598, Miami, FL 33101**.

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 **800 N. Miami Ave. Suite 1102E, Miami, FL 33136**, and the registered agent at that office is **WALTER JENNINGS**.

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.

The initial Board of Directors of the Corporation shall be comprised of:

WALTER JENNINGS
800 N. Miami Ave., Suite 1102E
Miami, FL 33136

EDWARD ESTRADA
9727 SOUTHWEST 138TH AVENUE
Miami, FL 33186

ARTICLE IX: INCORPORATORS

The incorporators of the Corporation are as follows:

WALTER JENNINGS
800 N. Miami Ave., Suite 1102E
Miami, FL 33136

EDWARD ESTRADA
9727 SOUTHWEST 138TH AVENUE
Miami, FL 33186

IN WITNESS WHEREOF, WE, **WALTER JENNINGS** and **EDWARD ESTRADA**, the undersigned incorporators, have signed these Articles of Incorporation on this 19th day of February, 1997, and acknowledged the same to be my act.

Walter Jennings
WALTER JENNINGS

Edward Estrada
EDWARD ESTRADA

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of February, 1997 by **WALTER JENNINGS** and **EDWARD ESTRADA**, who personally appeared before me at the time of notarization, and who are personally known to me or who produced **FLORIDA DRIVER'S LICENSES** as identifications.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407757
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**

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 **XALI ENTERTAINMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office **800 NORTH MIAMI AVENUE, SUITE 1102E**, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **WALTER JENNINGS**, at **800 N. MIAMI AVE.**, 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: *Walter Jennings*
WALTER JENNINGS

DATE: 2/19/97