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Tuesday, 4 March, 1997

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

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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea 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

Gentlemen:

SUBJECT: NELO, INC.

Enclosed please find an original and one copy of the titled Articles of the Amended and Restated Articles of Incorporation and the Certificate designating the place of business and registered agent. Check #7544, in the amount of \$87.50 is enclosed.

Please file both the Amended Articles and Certificate of Designation for this corporation and return a filed marked certified copy of each document to the following address:

**JEANNETTE G. ANDREWS, ESQ.
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150**

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Enclosures

FILED
97 MAR -7 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes: "Handwritten", "PKB", "3/11"

J:JEANNETTELETTERSITHERON.STA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NELO, INC.

A FLORIDA FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 607 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Articles of Restatement:

ARTICLES I: NAME OF CORPORATION

The name of the Corporation is NELO, Inc.

ARTICLES II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 6981 Harding Street, Hollywood, Florida, 33024.

ARTICLES III: DURATION OF THE CORPORATION

The Corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLES 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.

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TALLAHASSEE, FLORIDA

ARTICLES V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to 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 of the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLES 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.

ARTICLES VII: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 6981 Harding Street, Hollywood, Florida 33024 and the registered at that office is Nelson Duran.

ARTICLES VIII: BOARD OF DIRECTORS

The corporation shall have wo(2) directors constituting the Board of Directors. The number of directors may be

increased or decreased from time to time by the bylaws. The Board of Directors shall be comprised of:

NELSON DURAN
6981 Harding Street
Hollywood, FL 33024

LUISA DURAN
6981 Harding Street
Hollywood, FL 33024

ARTICLES IX: INCORPORATOR

The incorporator of the corporation is as follows:

NELSON DURAN
6981 Harding Street
Hollywood, FL 33024

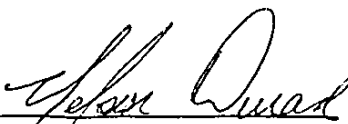
The foregoing Articles of Restatement restate and integrate the corporation's Articles of Incorporation filed on February 24, 1997, and, in addition, amends, Articles II, VII, VIII and IX of the corporation's Articles of Incorporation.

There is no discrepancy between the Corporation's Articles of Incorporation as therefore amended and the provisions of these Articles of Restatement other than the inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The Articles of Restatement, duly adopted by the Board of Directors, supersede the original articles of incorporation and all amendments to them.

The shareholders are not required to vote on amendments or restatement to the Articles of Incorporation.

IN WITNESS WHEREOF, I, NELSON DURAN, President of the NELO, INC., have signed these Articles of Restatement, on this 4th day of March, 1997.


NELSON DURAN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 4th day of March, 1997, by NELSON DURAN, President of the NELO, INC., a Florida For Profit Corporation, on behalf of the corporation. He personally appeared before me at the time of notarization, and is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Geraldine Mathis Belle

STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle
My Commission CC577991
Expires Aug. 18, 2000

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

Pursuant to the provisions of Sections 48.091 and 607.0501 of the Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

That NELO, INC., desiring to organize under the laws of the State of Florida, hereby designates NELSON DURAN, as its registered agent and 6981 Harding Street, Hollywood, Florida 33024 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 31 day of March, 1997 to act in such capacity for such corporation at its registered office.


NELSON DURAN

92 MAR -7 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED