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February 19, 1997

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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 Clyno, Esq.
 T. Willard Fair
 John A. Hall
 Ken Mason
 Congresswoman Carrie P. Meek
 Garth C. Reeves
 Neil Robinson
 Dorothea Stewart
 David L. Wilson
 Elaine H. Black,
 Executive Director

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

Re: Articles of Incorporation:
 SILLAH ENTERPRISES, 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 #461 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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 FEB 21 PM 12:59

Ms. Lewis GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT address *here*
 DATE *2/21/97*
 DOC. EXAM *[Signature]*

Encls.

TOOLS FOR CHANGE
 BLACK ECONOMIC DEVELOPMENT COALITION, INC.

16/2/97

ARTICLES OF INCORPORATION

OF

SILLAH ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 PM 12:59

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 SILLAH ENTERPRISES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 12550 Biscayne Blvd., Suite 203, Miami, FL 33181 and the mailing address is at 8510 North Sherman Circle, Suite 505C, Miramar, Florida 33025.

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 8510 North Sherman Circle, Suite 505C, Miramar, Florida 33025 and ESSA M. SILLAH is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) 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:

ESSA M. SILLAH and NDUMBAY JOBE
8510 North Sherman Circle, Suite 505C
Miramar, Florida 33025

AMIE B. SILLAH
5514 Glenwood Road
Bethesda, Maryland 20817

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: INCORPORATOR

The incorporator of the Corporation is as follows:

ESSA M. SILLAH
8510 North Sherman Circle, Suite 505C
Miramar, Florida 33025

IN WITNESS WHEREOF, I, ESSA M. SILLAH, the undersigned incorporator, have signed these Articles of Incorporation on this 18th day of February, 1997 and acknowledged the same to be my act.



ESSA M. SILLAH

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 18th day of February, 1997 by ESSA M. SILLAH, who personally appeared before me at the time of notarization, and who has provided Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407707
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
11 PM 12:59

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 SILLAH ENTERPRISES, 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 Miramar, County of Broward, State of Florida, has named ESSA M. SILLAH located at 8510 North Sherman Circle, Suite 505C in the City of Miramar, County of Broward, State of Florida, 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: *Essa M. Sillah*
ESSA M. SILLAH

DATE: 2-18-97