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March 6, 1997

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

**Re: Articles of Incorporation
To Be 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 order for filing fees for the following:

No	Company Name	MO/Ck No.	Amount
1.	KNOWLES LANDSCAPING, INC.	144	\$122.50
2.	FLISA ENTERPRISES, INC.	02-025755244	\$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

FILED
97 MAR 10 PM 2:59
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

P. CHUBB MAR 14 1997

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

KNOWLES LANDSCAPING, INC.

FILED
97 MAR 10 PM 2:59
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:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is KNOWLES LANDSCAPING, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing of the corporation is 1270 N. W. 176th Terrace, Miami, FL 33169.

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 1270 N. W. 176th Terrace, Miami, FL 33169, and the registered agent at that office is MARLON KNOWLES.

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 KNOWLES
1270 N. W. 176th Terrace
Miami, FL 33169

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

MARLON KNOWLES
1270 N. W. 176th Terrace
Miami, FL 33169

IN WITNESS WHEREOF, I, MARLON KNOWLES, the undersigned incorporator, has signed these Articles of Incorporation on this 5th day of March, 1997, and acknowledged the same to be my act.

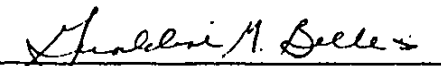

MARLON KNOWLES

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of March, 1997 by MARLON KNOWLES, 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: 

PRINT: Geraldine M. Belle

STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle
My Commission CC577991
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 KNOWLES LANDSCAPING, INC., desiring to organize under the laws of the State of Florida with its principal office 1270 N.W. 176TH Terrace, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named MARLON KNOWLES, at 1270 N.W. 176TH Terrace, 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: Marlon Knowles
MARLON KNOWLES

DATE: March 5, 1997

FILED
97 MAR 10 PM 2:59
TALLAHASSEE, FLORIDA