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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 1997

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Cline, Esq.

T. Wizard For

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neill 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
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 a money order for filing fees for the following:

No	Company Name	CK No.	Amount
1.	THREE KINGS OF SOUTH FLORIDA, INC.	384	\$122.50
2.	TOTAL		\$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

Thank you for your attention to this matter.

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***122.50 ***122.50

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION
OF
THREE KINGS OF SOUTH FLORIDA, INC.

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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:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is THREE KINGS OF SOUTH FLORIDA, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 5931 NW 17th Avenue, Miami, FL, 33142, and the mailing address is 201 NW 64TH Street, Miami, FL 33150.

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 5931 NW 17TH Avenue, Miami, FL 33142, and the registered agent at that office is JEFFREY GREEN.

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 Director of the Corporation shall be comprised of:

JEFFREY GREEN
5931 NW 17TH Avenue
Miami, FL 33142

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JEFFREY GREEN
5931 NW 17TH Avenue
Miami, FL 33142

IN WITNESS WHEREOF, I, JEFFREY GREEN, the undersigned incorporator, have signed these Articles of Incorporation on this 2nd day of April, 1997, and acknowledged the same to be my act.

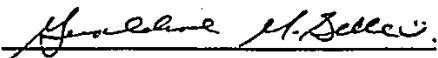

JEFFREY GREEN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of April, 1997 by JEFFREY GREEN, 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. Bello
STATE OF FLORIDA AT LARGE



Geraldine Mathie Bello
No. of Commission 00877001
Expiration 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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THREE KINGS OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office 5931 NW 17TH Avenue, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JEFFERY GREEN, at 5931 NW 17TH Avenue, 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: Jeffrey Green
JEFFREY GREEN

DATE: April 2, 1997