



P97000034248

April 10, 1997

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President

Hosea Butler, Jr.  
Secretary

Verbert C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Clyne, Esq.

T. Wilford 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

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

Re: Articles of Incorporation:  
GAW INC.

100002141811--5  
-04/14/97--01041--020  
\*\*\*122.50 \*\*\*122.50

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 #390 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

Encls.

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

D. BROWN APR 16 1997

ARTICLES OF INCORPORATION

OF

GAW INC.

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 GAW INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 5525 SW 41 Street, Hollywood, FL 33023.

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 One Hundred Twenty Thousand (120,000) 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 5525 SW 41 Street, Hollywood, FL 33023 and GARTH A. WILSON is the registered agent at that office.

#### 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:

GARTH A. WILSON  
5525 SW 41 Street  
Hollywood, FL 33023

#### ARTICLE IX - AMENDMENTS

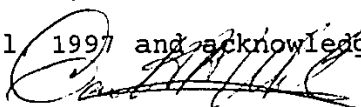
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

**ARTICLE X: INCORPORATOR**

The incorporator of the Corporation is as follows:

GARTH A. WILSON  
5525 SW 41 Street  
Hollywood, FL 33023

IN WITNESS WHEREOF, I, GARTH A. WILSON, the undersigned  
incorporator, have signed these Articles of Incorporation on this  
8 day of April 1997 and acknowledged the same to be my act.

  
\_\_\_\_\_  
GARTH A. WILSON

STATE OF FLORIDA     )

COUNTY OF DADE        )

The foregoing instrument was sworn to before me this 8th day  
of April, 1997 by GARTH A. WILSON, 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 CG407757  
Expires Sep. 10, 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

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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 GAW 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 Hollywood, County of Broward, State of Florida, has named GARTH A. WILSON located at 5525 SW 41 Street in the City of Hollywood, 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:

  
GARTH A. WILSON

DATE:

4/8/97