



P97000053024

June 12, 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
Noel 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	MO No.	Amount
1.	ALLSTAR COMPUTER SERCIES, INC.	0565	\$122.50
	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:

Stanley B. Lewis, Esq.
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis, Esq.

Encls.

JUN 16 1997 BSB

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

ARTICLES OF INCORPORATION

OF

ALLSTAR COMPUTER SERVICE, INC.

FILED

97 JUN 16 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is ALLSTAR COMPUTER SERVICE, 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 770 NE 161 Street, North Miami Beach, FL 33162.

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 770 NE 161 Street, North Miami Beach, FL 331621 and WINSTON A. TRAPP is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) 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:

WINSTON A. TRAPP	LUCY M. GOUVEIA
770 NE 161 Street	770 NE 161 Street
North Miami Beach, FL 33162	North Miami Beach, FL 33162

ARTICLE IX - AMENDMENTS

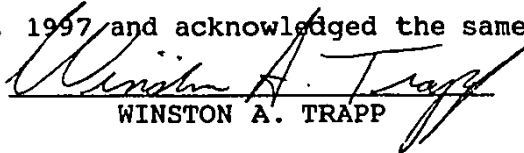
These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

WINSTON A. TRAPP
770 NE 161 Street
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, WINSTON A. TRAPP, the undersigned
incorporator, have signed these Articles of Incorporation on this
12 day of June, 1997 and acknowledged the same to be my act.


WINSTON A. TRAPP

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 12th day
of June, 1997 by WINSTON A. TRAPP, 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 CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1558

**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 ALLSTAR COMPUTER SERVICE, 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 North Miami Beach, County of Dade, State of Florida, has named WINSTON A. TRAPP located at 770 NE 161 Street in the City of North Miami Beach, County of Dade, 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: Winston Trapp

WINSTON A. TRAPP

DATE: 6/12/97