



**June 19, 1997**

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

700002220107-9  
-06/23/97--01123--010  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Articles of Incorporation:  
GRAHAM-BROWN INTERNATIONAL, INC.**

**Dear Sir/Madam:**

**Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations a Certificate Designating Place of Business for GRAHAM-BROWN INTERNATIONAL, INC., along with check #1325 in the amount of \$122.50 for filing fee.**

**Please file both the Article and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the undersigned attorney at:**

**TOOLS FOR CHANGE**  
**6255 N.W. 7TH AVENUE**  
**MIAMI, FLORIDA 33150**

**Thank you for your assistance with this matter.**

**Sincerely,**

Sincerely,

**Jeannette G. Andrews, Esquire**

NY 100-104600-1000 4 1974

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

ARTICLES OF INCORPORATION

OF

GRAHAM-BROWN INTERNATIONAL, INC.

FILED  
97 JUN 23 PM 1:01  
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 GRAHAM-BROWN INTERNATIONAL, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 1773 Clydesdale Drive, Loxahatchee, FL 33470.

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 Ten Thousand (10,000) 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 1773 Clydesdale Drive, Loxahatchee, FL, 33470, and the registered agent at that office is ALVIN GRAHAM.

#### 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:

ALVIN GRAHAM  
1773 Clydesdale Drive  
Loxahatchee, FL 33470

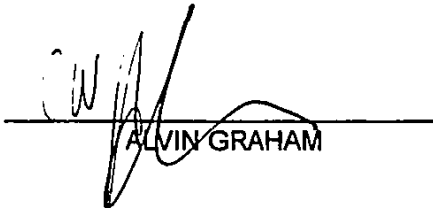
COLETTE K. BROWN-GRAHAM  
1773 Clydesdale Drive  
Loxahatchee, FL 33470

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ALVIN GRAHAM  
1773 Clydesdale Drive  
Loxahatchee, FL 33470

IN WITNESS WHEREOF, I, ALVIN GRAHAM, the undersigned incorporator, have signed these Articles of Incorporation on this 19th day of June, 1997, and acknowledged the same to be my act.

  
ALVIN GRAHAM

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 19th day of June, 1997 by ALVIN GRAHAM, 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: 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  
800-422-1555

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 GRAHAM-BROWN INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office 1773 CLYDESDALE DRIVE, as indicated in the Articles of Incorporation at City of LOXAHATCHEE, County of PALM BEACH, State of Florida, has named ALVIN GRAHAM, at 1773 CLYDESDALE DRIVE, in the City of LOXAHATCHEE, County of PALM BEACH, 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: \_\_\_\_\_

ALVIN GRAHAM

DATE: \_\_\_\_\_

June 19, 1997

FILED  
97 JUN 23 PM 1:00  
TALLAHASSEE, FLORIDA