



P97000086371

October 2, 1997

**BOARD OF DIRECTORS****Officers**Dr. Roy Phillips  
PresidentHosea Butler, Jr.  
SecretaryVerbert 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 DirectorDepartment of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314000002312020--7  
-10/06/97--01012--006  
\*\*\*\*122.50 \*\*\*\*122.50**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 checks or money orders for filing fees for the following:

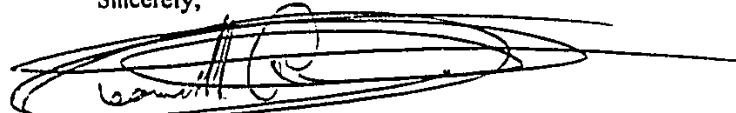
No	Company Name	CK/MO #.	Amount
1.	MIAMI INTERNATIONAL AMUSEMENT CENTER, INC.	438	\$122.50
2.	MEAN CLEAN, INC.	02-239001425	122.50
3.	THE JUSTICE LEAGUE OF MIAMI, INC.	CR00022087	122.50
4.	SMOKE-OUT RECORDS, INC.	02-239001519	122.50
5.	CANOE EXPORT & IMPORT, INC.	02-239001479	122.50
6.	M.R. BILLING AND COLLECTION SERVICES, INC.	1385	122.50
7.	PKHADELE FAMILY ENTERPRISES, INC.	2116	122.50
TOTAL			\$857.50

Please file both the Articles and Certificate of Designation for the corporation and return a 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.

Sincerely,

  
 Jeannette G. Andrews, Esq.

 FILED  
 97 OCT - 6 AM 11:30  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

J. Nadeau OCT - 7 1997

FILED  
97 OCT -6 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SMOKE-OUT RECORDS, 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 SMOKE-OUT RECORDS, 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 10270 SW 169th Street, Miami, FL 33157.

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 10270 SW 169th Street, Miami, FL, 33157, and the registered agent at that office is JOSEPH W. THOMPSON, JR.

#### 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:

JOSEPH W. THOMPSON, JR.  
10270 SW 169th Street  
Miami, FL 33157

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JOSEPH W. THOMPSON, JR.  
10270 SW 169th Street  
Miami, FL 33157

IN WITNESS WHEREOF, I, JOSEPH W THOMPSON, JR., the undersigned incorporator,  
have signed these Articles of Incorporation on this 2 day of October, 1997, and  
acknowledged the same to be my act.

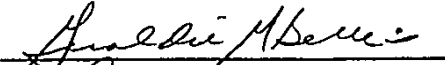
  
JOSEPH W. THOMPSON, JR.

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 2 day of October, 1997  
by JOSEPH W. THOMPSON, JR., 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 Mathis Belle  
STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle  
My Commission CC677991  
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

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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 SMOKE-OUT RECORDS, INC., desiring to organize under the laws of the State of Florida with its principal office at 10270 SW 169th STREET, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JOSEPH W. THOMPSON, JR., at 159 NE 169th STREET, 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: Joseph W. Thompson  
JOSEPH W. THOMPSON, JR.

DATE: October 2, 1997

FILED  
97 OCT -6 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA