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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.
T. Willard Fair
John A. Hall
Ken Mason
Congresswoman Cairle P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Elaine H. Black
Executive Director

March 4, 1998

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

000002449010--4

-03/06/98--01031--007

***122.50 ***122.50

Re: Articles of Incorporation:
MANAGEMENT AND MAINTENANCE HANDYMAN, 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 MANAGEMENT AND MAINTENANCE HANDYMAN, INC., along with check #2001 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
P.O. Box 510605
MIAMI, FLORIDA 33151

Thank you for your assistance with this matter.

Sincerely,

Jeannette G. Andrews, Esq.

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 1:49

WS 3/9

ARTICLES OF INCORPORATION
OF
MANAGEMENT AND MAINTENANCE HANDYMAN, INC.

FILED
SECRETARY OF CORPORATIONS
98 MAR -6 PM 1:19

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:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is MANAGEMENT AND MAINTENANCE HANDYMAN, 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 18214 Homestead Avenue, Perrine, 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 18214 Homestead Avenue, Perrine, FL 33157, and the registered agent at that office is OTIS ARMSTRONG.

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:

OTIS ARMSTRONG
18214 Homestead Avenue
Perrine, FL 33157

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

OTIS ARMSTRONG
18214 Homestead Avenue
Perrine, FL 33157

IN WITNESS WHEREOF, I, OTIS ARMSTRONG, the undersigned incorporator, have signed these Articles of Incorporation on this 3 day of March, 1998, and acknowledged the same to be my act.

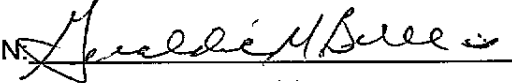

OTIS ARMSTRONG

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3 day of March, 1998 by OTIS ARMSTRONG, 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. Belle
STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle
My Commission CC577991
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

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 MANAGEMENT AND MAINTENANCE HANDYMAN, INC., desiring to organize under the laws of the State of Florida with its principal office at 18214 HOMESTEAD AVENUE, as indicated in the Articles of Incorporation at City of PERRINE, County of DADE, State of Florida, has named OTIS ARMSTRONG, at 18214 HOMESTEAD AVENUE, in the City of PERRINE, 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: 

OTIS ARMSTRONG

DATE: March 3, 1998

FILED
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