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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 3:53

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 Carrie P. Meek

Garth C. Reeves

Nell Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive Director

March 9, 1998

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

Re: Articles of Incorporation:
G.Q.F. ACOUSTIC AUDIO DESIGNERS, 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 G.Q.F. ACOUSTIC DESIGNERS, INC., along with check #807 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

600002453636-3
-03/11/98-01046-016
****122.50 ****122.50

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

D. BROWN MAR 11 1998

ARTICLES OF INCORPORATION

OF

G.Q.F. ACOUSTIC AUDIO DESIGNERS, INC.

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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 G.Q.F. ACOUSTIC AUDIO DESIGNERS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 3501 NW 206TH Street, Miami, FL; 33056; and the mailing address of Corporation is P.O. Box 245933; Pembroke Pines; FL; 33024.

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 3501 NW 206th Street, Miami, FL 33056, and the registered agent at that office is BRENDAN GIBSON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) 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:

BRENDAN GIBSON	DAWN GIBSON	ANDREW QUARRIE	MICHAEL FERGUSON
3501 NW 206 TH Street	3501 NW 206 TH Street	9011 Euclid Ave, #12	2244 NE 173 RD Street
Miami, FL 33056	Miami, FL 33056	Miami Beach, FL 33139	Apt #22
			Miami, FL 33161

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

BRENDAN GIBSON
3501 NW 206TH Street
Miami, FL 33056

IN WITNESS WHEREOF, I, BRENDAN GIBSON, the undersigned incorporator, have signed these Articles of Incorporation on this 9th day of March, 1998, and acknowledged the same to be my act.



BRENDAN GIBSON

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of March, 1998 by BRENDAN GIBSON, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA IDENTIFICATION 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
800-422-1556

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 G.Q.F. ACOUSTIC AUDIO DESIGNERS, INC., desiring to organize under the laws of the State of Florida with its principal office at 3501 NW 206th Street, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named BRENDAN GIBSON, at 3501 NW 206th 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: 
BRENDAN GIBSON

DATE: 3/9/98