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TFC

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

Nelli Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive Director

April 1, 1998

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

Re: Articles of Incorporation:
CONSOLIDATED INTERNATIONAL SYSTEMS, INC.

600002479716--3

-04/06/98--01059--004

****122.50 ****122.50

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 CONSOLIDATED INTERNATIONAL SYSTEMS, INC., along with a check 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

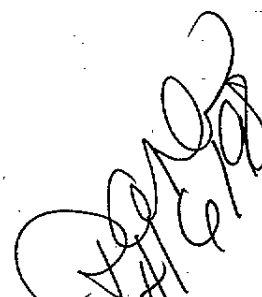
Thank you for your assistance with this matter.

Sincerely,



Jeannette G. Andrews, Esq.

FILED
98 APR -6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION

OF

CONSOLIDATED INTERNATIONAL SYSTEMS, INC.

FILED
98 APR -6 PM 1:15
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:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is CONSOLIDATED INTERNATIONAL SYSTEMS, 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 19610 NE 1st Place, N. Miami Beach, FL, 33179.

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 19610 NE 1st Place, N. Miami Beach, FL, 33179, and the registered agent at that office is NEDWYNTER CHRISTIE.

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:

NEDWYNTER CHRISTIE
19610 NE 1st Place
N. Miami Beach, FL 33179

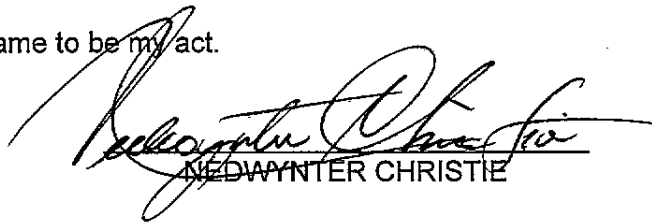
GWENDA CHRISTIE
19610 NE 1st Place
N. Miami Beach, FL 33179

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

NEDWYNTER CHRISTIE
19610 NE 1st Place
N. Miami Beach, FL 33179

IN WITNESS WHEREOF, I, NEDWYNTER CHRISTIE, the undersigned incorporator, have signed these Articles of Incorporation on this 1st day of April, 1998, and acknowledged the same to be my act.


NEDWYNTER CHRISTIE

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of April, 1998 by NEDWYNTER CHRISTIE, 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 CONSOLIDATED INTERNATIONAL SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its principal office 19610 NE 1st PLACE, as indicated in the Articles of Incorporation at City of N. MIAMI BEACH, County of DADE, State of Florida, has named NEDWYNTER CHRISTIE, at 19610 NE 1st PLACE, in the City of N. MIAMI BEACH, 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: 
NEDWYNTER CHRISTIE

DATE: 04 - 01 - 98

FILED
98 APR -6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA