



P98000038037

April 22, 1998

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

Neill Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black
Executive Director

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

Re: Articles of Incorporation:
JOBS FOR ALL, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with check #794 in the sum of \$122.50 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

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****122.50 ****122.50

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls.

FILED
98 APR 24 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

mc 4/20/98

FILED

ARTICLES OF INCORPORATION

98 APR 24 AM 8:54

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOBS FOR ALL, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is JOBS FOR ALL, 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 at 10280 NW 9th Street Circle, Miami, Florida 33172.

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 Seven Thousand, Five Hundred (7,500) 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 10280 NW 9th Street Circle, Miami, Florida 33172 and JANET M. SULLIVAN is the registered agent at that office.

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:

JANET M. SULLIVAN
10280 NW 9th Street Circle
Miami, Florida 33172

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter

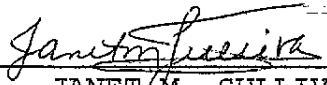
prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

JANET M. SULLIVAN
10280 NW 9th Street Circle
Miami, FL 33172

IN WITNESS WHEREOF, I, JANET M. SULLIVAN, the undersigned incorporator, have signed these Articles of Incorporation on this 21st day of April, 1998 and acknowledged the same to be my act.



JANET M. SULLIVAN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 21st day of April, 1998 by JANET M. SULLIVAN who personally appeared before me at the time of notarization, and who has provided 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 HA!
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 JOBS FOR ALL, INC., desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Miami, County of Dade, State of
Florida, has named JANET M. SULLIVAN located at 10280 NW 9th 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-

ACKNOWLEDGEMENT:

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: Janet M. Sullivan
JANET M. SULLIVAN

DATE: 4-21-98

FILED
98 APR 24 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA