

TFC P98 000046248  
May 15 1998

BOARD OF DIRECTORS

Officers

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

Members

Cornellus 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

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

100002529751-5  
-05/20/98-01023-010  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation:  
OMNI INTERNET DEVELOPMENT  
SERVICE INCORPORATED

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 #1426 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

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*  
Stanley B. Lewis  
Attorney at Law

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 MAY 20 AM 10:31  
FILED

Encls.

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

TA-5/22/98

ARTICLES OF INCORPORATION

OF

OMNI INTERNET DEVELOPMENT SERVICE INCORPORATED

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 OMNI INTERNET DEVELOPMENT SERVICE INCORPORATED, 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 10000 NW 6th Avenue, Miami, FL 33150.

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

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TALLAHASSEE, FLORIDA

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 10000 NW 6th Avenue, Miami, FL 33150, and WANER N. MICHAUD 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:

WANER N. MICHAUD  
10000 NW 6<sup>th</sup> Avenue  
Miami, FL 33150

**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

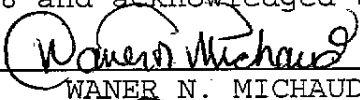
long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

WANER N. MICHAUD  
10000 NW 6<sup>th</sup> Avenue  
Miami, FL 33150

IN WITNESS WHEREOF, I, WANER N. MICHAUD, the undersigned  
incorporator , have signed these Articles of Incorporation on this  
15<sup>th</sup> day of May, 1998 and acknowledged the same to be my act.

  
\_\_\_\_\_  
WANER N. MICHAUD

STATE OF FLORIDA    )  
COUNTY OF DADE    )

The foregoing instrument was sworn to before me this 15<sup>th</sup> day  
of May, 1998 by WANER N. MICHAUD, who personally appeared before me  
at the time of notarization, and who has provided 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**

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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 OMNI INTERNET DEVELOPMENT SERVICE INCORPORATED, 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 WANER N. MICHAUD located at 10000 NW 6<sup>th</sup> Avenue, Miami, FL 33150 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: Waner N. Michaud  
WANER N. MICHAUD

DATED: 5/15/98

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98 MAY 20 AM 10:31  
STATE OF FLORIDA  
TALLAHASSEE