



P98000059385

June 30, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hasea 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:
CABLING & ENTERTAINMENT, INC.

400002577724--0
-07/01/98--01065--016
****122.50 ****122.50

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 money order #02-203664935 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

FILED
98 JUL -1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.

*DMC
7/6/98*

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION
OF
CABLING & ENTERTAINMENT, INC.

FILED
98 JUL -1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is CABLING & ENTERTAINMENT, 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 2174 NE 170th Street, Suite 105, North Miami Beach, Florida 33162.

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 purposes for which the Corporation is organized are 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 2174 NE 170th Street, Suite 105, North Miami Beach, Florida 33162, and SEAN JOHNSON 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:

SEAN JOHNSON
2174 NE 170th Street, Suite 105
North Miami Beach, Florida 33162

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

SEAN JOHNSON
2174 NE 170th Street, Suite 105
North Miami Beach, Florida 33162

IN WITNESS WHEREOF, I, SEAN JOHNSON, the undersigned
incorporator, have signed these Articles of Incorporation on this
26 day of June, 1998 and acknowledged the same to be my act.


SEAN JOHNSON

STATE OF FLORIDA)

COUNTY OF DADE).

The foregoing instrument was acknowledged before me this 26
day of June, 1998 by SEAN JOHNSON, who personally appeared
before me at the time of notarization, and who has 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 Chapters 48.091 and 607.0501 of the Florida
Statutes, the following is submitted, in compliance with said
Acts:

First--That CABLING & ENTERTAINMENT, 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 SEAN JOHNSON
located at 2174 NE 170TH Street, Suite 105, in the City of North
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 to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

BY: S. S. Johnson

SEAN JOHNSON

DATE: 26-6-98

FILED
98 JUL - 1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA