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July 9, 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

Davjd L. Wilson

Elaine H. Black  
Executive Director

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

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\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation:  
PRICELESS ENTERPRISE, 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 #110 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

Encls.

**TOOLS FOR CHANGE**

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PRICELESS ENTERPRISE, INC.

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 PRICELESS ENTERPRISE, 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 13995 N.W. 7<sup>th</sup> Avenue, Suite B-12, North Miami, Florida 33168.

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

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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 13995 N.W. 7<sup>th</sup> Avenue, Suite B-12, North Miami, Florida 33168, and ALESIA BETHEL 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:


ALESIA BETHEL  
210 Frow Avenue  
Miami, Florida 33133

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ALESIA BETHEL  
210 Frow Avenue  
Miami, Florida 33133

IN WITNESS WHEREOF, I, ALESIA BETHEL the undersigned  
incorporator, have signed these Articles of Incorporation on this  
8<sup>th</sup> day of July, 1998 and acknowledged the same to be my act.

  
ALESIA BETHEL

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 8<sup>th</sup>  
day of July, 1998 by ALESIA BETHEL, 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 PRICELESS ENTERPRISE, 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 ALESIA BETHEL located at 13995 N.W. 7<sup>th</sup> Avenue, Suite B-12, in the City of North 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 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: *Alesia Bethel*  
ALESIA BETHEL

DATE: 7-8-98

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