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August 7, 1998\_\_

**BOARD OF DIRECTORS** 

Onicers

Dr. Roy Phillips President

Hosea Butter, Jr.

Secretary

Verbert C, Anderson

Treasurer

Members

Comelius 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,

Elgine H. Black, Executive Director والمحاور كولس المحا

NMCA, INC.

Department of State

Division of Corporation

Re: Articles of Incorporation:

Post Office Box 6327

Tallahassee, Florida

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 #705 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 Attorney at Law

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Encls.(3)

#### TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

714 NW 62nd Street P.O. Box 510605 Miami, FL 33151 Miami, FL 33151 T. SMITH ANG 1 3 1998

## ARTICLES OF INCORPORATION

OF

#### NMCA, 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 NMCA, 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 10201 Stirling Road, Cooper City, Florida 33330.

#### 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 10201 Stirling Road, Cooper City, Florida 33330, and NANCY MARTINEZ is the registered agent at that office.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) 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:

DR. VITTO MATHEW
3601 W. Commercial Blvd., Suite 13
Fort Lauderdale, FL 33309

NANCY MARTINEZ 8582 Brody Way Boca Raton, FL 33433

CLIFFORD ATHERLEY 6212 Duval Drive Margate, FL 33063

#### ARTICLE IX: INCORPORATOR

The incorporators of the Corporation is as follows:

NANCY MARTINEZ CLIFFORD ATHERLEY 8582 Brody Way 6212 Duval Drive Boca Raton, FL 33433 Margate, FL 33063

STATE OF FLORIDA

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this day of day of my 1998 by, NANCY MARTINEZ and CLIFFORD ATHERLEY who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

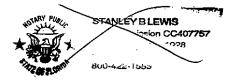
SIGN: Stanley B. Lewi

PRINT: Stauley B. Lewis

STATE OF FLORIDA AT LARGE

\* \*

STANLEY B LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
900-422-1855



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

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 NMCA, 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 Cooper City, County of Broward, State of Florida, has named NANCY MARTINEZ located at 8582 Brody Way, in the City of Boca Raton, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

THE

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.

NANCY MARTINEZ

DATE: 8-6-98

FILED
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SECRETARY OF STATE
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