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September 16, 1998

BOARD OF DIRECTORS

Officers

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

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

200002644312-5
-09/21/98-01049-012
****122.50 ****122.50

Members

Reginald Clyne, Esq.
John A. Hall
Congresswoman Carrie P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Elaine H. Black,
Executive Director

Re: Articles of Incorporation:
BAPTISTE MORTGAGE BANKERS, 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 #843 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

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Encls. (3)

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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ARTICLES OF INCORPORATION

OF

BAPTISTE MORTGAGE BANKERS, 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 BAPTISTE MORTGAGE BANKERS, 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 15308 SW 140 Street, Miami, Florida 33196.

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 15308 SW 140 Street, Miami, Florida 33196, and PHILOCENE BAPTISTE is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors 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:

PHILOCENE BAPTISTE and LISA M. BAPTISTE
15308 SW 140 Street
Miami, Florida 33196

ARTICLE IX: INCORPORATORS

The incorporator of the Corporation are as follows:

PHILOCENE BAPTISTE and LISA M. BAPTISTE
15308 SW 140 Street
Miami, Florida 33196

IN WITNESS WHEREOF, We, PHILOCENE BAPTISTE and LISA M. BAPTISTE, the undersigned incorporator, have signed these Articles of Incorporation on this 15th day of September, 1998 and acknowledged the same to be our act.

[Signature]
PHILOCENE BAPTISTE

[Signature]
LISA M. BAPTISTE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of September, 1998 by PHILOCENE BAPTISTE and LISA M. BAPTISTE, both of whom personally appeared before me at the time of notarization, and both of whom have produced a Florida Driver's License respectively 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, BAPTISTE MORTGAGE BANKERS, 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 PHILOCENE BAPTISTE located at 15308 SW 140 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-

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: 
PHILOCENE BAPTISTE

DATE: Sept. 15, 1998

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