



June 10, 1999

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

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	COLORS OF JAZZ, INC.	02-661525129	\$78.75
	TOTAL		\$78.75

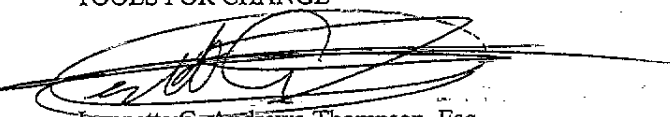
Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
P. O. Box 510605
Miami, Florida 33151

400002904124--7
-06/14/99-01136-021
*****78.75 *****78.75

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE


Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

F. CHESLER

JUN 16 1999

FILED
99 JUN 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COLORS OF JAZZ, INC.

FILED
99 JUN 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 COLORS OF JAZZ, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 600 NW 179th TERRACE, Miami, Florida 33169.

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 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 600 NW 179th TERRACE, Miami, Florida 33169, and the registered agent at that office is JEANETTE M. BURNEY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have five (5) 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:

ERSULA BUTLER
2846 NW 10 AVENUE
MIAMI, FL 33127

JEANETTE M. BURNEY
600 NW 179 TERRACE
MIAMI, FL 33169

SABRINA LIVINGSTON
1752 NW 58 AVENUE
LAUDERHILL, FL 33313

CATHERINE PARKER
9025 NW 12 COURT
MIAMI, FL 33147

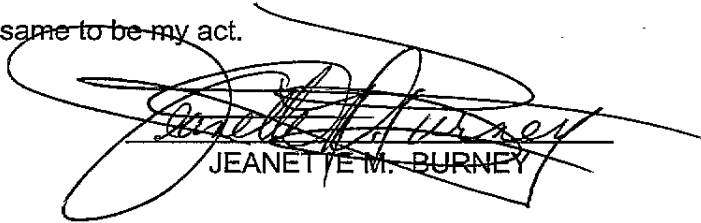
KISCA SMITH
1161 NW 89 STREET
MIAMI, FL 33150

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JEANETTE M. BURNEY
600 NW 179 TERRACE
MIAMI, FL 33169

IN WITNESS WHEREOF, I, JEANETTE M. BURNEY, the undersigned incorporator, have signed these Articles of Incorporation on this 8th day of JUNE, 1999, and acknowledged the same to be my act.


JEANETTE M. BURNEY

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of June, 1999 by JEANETTE M. BURNEY, who personally appeared before me at the time of notarization, and who has produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



Jeannette G Andrews-
Thompson
My Commission CC813889
Expires March 2, 2003

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 the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That, COLORS OF JAZZ, INC., with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named JEANETTE M. BURNEY, located at 600 NW 179th TERRACE, Miami, 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: 

JEANETTE M. BURNEY

DATE: 8 June 99

99 JUN 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED