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FLORIDA NON-PROFIT CORPORATION

BAYVIEW PARK BEAUTIFICATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 21, 2000

CORPORATION SERVICE COMPANY

SUBJECT: BAYVIEW PARK BEAUTIFICATION, INC.
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ARTICLE IV - MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of persons constituting the Board of Directors shall be three (3) or more. The number and method of election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Sharon O' Connor	2609 N.E. 33 rd Street Fort Lauderdale, Florida 33306
Christian Duhaime	2701 N.E. 33 rd Street Fort Lauderdale, Florida 33306
Leonard Klinker	2929 E. Commercial Blvd. Fort Lauderdale, Florida 33308
Sherry Becky	4781 N.E. 27 th Avenue Fort Lauderdale, Florida 33308

ARTICLE VI - POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VII - LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

D. The Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

1. Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);
2. Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);
4. Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); or
5. Fail to make distributions in each year for the purposes specified in these Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VIII - INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office in the State of Florida is 2701 N.E. 33rd Street, Fort Lauderdale, Florida 33306, and the name of its initial registered agent at such office is CHRISTIAN DUHAIME.

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator of the Corporation is: CHRISTIAN DUHAIME, 2701 N.E. 33rd Street, Fort Lauderdale, Florida 33306.

ARTICLE X - CONTRIBUTIONS

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to such one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to the Corporation.

ARTICLE XII - MEMBERS

The Corporation shall not have Members.

ARTICLE XIII - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XIV - BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors (or as otherwise provided in the Corporation's Bylaws).

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of BAYVIEW PARK BEAUTIFICATION, INC. this 19 day of September 2000.


CHRISTIAN DUHAIME
Incorporator

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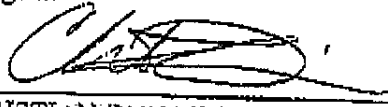
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**CONSENT OF REGISTERED AGENT
OF
BAYVIEW PARK BEAUTIFICATION, INC.**

The undersigned, CHRISTIAN DUHAIME, having been named as registered agent and to accept service of process for BAYVIEW PARK BEAUTIFICATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



CHRISTIAN DUHAIME
Registered Agent

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