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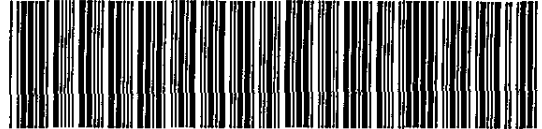
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DIVISION OF CORPORATIONS
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2-27-03

**LAW OFFICES OF
LUDOVICI & LUDOVICI**
Attorneys at Law
A Professional Association
Established 1959

3782
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Telephone 305-235-2161
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e-mail: lawyer@bellsouth.net

February 20, 2003

Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation

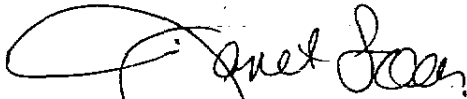
Dear Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return to this office in the enclosed envelope.

A check in the amount of \$78.75 is enclosed payable to the Department of State, to cover the fees for this service.

Very truly yours,


Janet Loar
Legal Assistant

/jl

Enclosures

FILED
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CORPORATION
03 FEB 25 AM 8:17

ARTICLES OF INCORPORATION
OF
PALMETTO BAY BUSINESS ASSOCIATION, INC.

We, the undersigned, with other persons, being desirous of forming a corporation under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is PALMETTO BAY BUSINESS ASSOCIATION, INC., a corporation not for profit.

ARTICLE II - PURPOSE

Said Corporation is organized exclusively to act as liaison between the business community and the government and to provide a setting in which the business community has the opportunity to meet and interact with each other and with others who wish to do business within Palmetto Bay.

ARTICLE III - QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons or entities who are duly qualified members of the Palmetto Bay Business Association, Inc. This corporation is being organized under a non-stock basis. Therefore, no member shall have stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

NAMES:

ADDRESS:

- | | |
|-----------------------|--|
| Leif Gunderson | 14095 South Dixie Hwy., Miami, FL 33176 |
| Ed Gorin | 8264 SW 177 Ter., Palmetto Bay, FL 33157 |
| Mary Pettit | 9355 SW 134 St., Miami, FL 33176 |
| Dr. Donna Grant Young | 18320 SW 97 Ave., Miami, FL 33156 |
| Howard Tendrich | 11355 South Dixie Hwy., Miami, FL 33156 |

Lois Neidhart	16115 SW 117 Ave., #10, Miami, FL 33177
Edward P. Ludovici	17415 South Dixie Hwy., Miami, FL 33157
Grant Miller	6796 SW 62nd Ave., Miami, FL 33143
Kim Sovia	16701 SW 72 Ave., Palmetto Bay, FL 33157

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a Chairman, Vice-Chairman, a Secretary and a Treasurer.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Leif Gunderson	Chair	14095 S. Dixie Hwy., Miami, FL 33176
Ed Gorin	Vice Chair	8264 SW 177 Terr., Palmetto Bay, FL 33157
Mary Pettit	Secretary	9355 SW 134 St., Miami, FL 33176
Dr. Donna Grant Young	Asst. Secretary	18320 SW 97 Ave., Miami, FL 33156
Howard Tendrich	Co-Treasurer	11355 South Dixie Hwy., Miami, FL 33156
Lois Neidhart	Co-Treasurer	16115 SW 117 Ave., #10, Miami, FL 33177
Edward P. Ludovici	Director	17415 S. Dixie Hwy., Miami, FL 33157
Grant Miller	Director	6796 SW 67nd Ave., Miami, FL 33143
Kim Sovia	Director	16701 SW 72nd Ave., Palmetto Bay, FL 33157

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have nine (9) initially. The number of directors may never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be those persons who are elected as directors of Palmetto Bay Business Association, Inc.

Section 4. The names and addresses of the persons who are to serve as directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
Leif Gunderson	14095 South Dixie Hwy., Miami, FL 33176
Ed Gorin	8264 SW 177 Terrace, Palmetto Bay, FL 33157
Mary Pettit	9355 SW 134 Court, Miami, FL 33176
Howard Tendrich	11355 S. Dixie Hwy., Miami, FL 33156
Lois Neidhart	16115 SW 117 Ave., #10, Miami, FL 33177
Edward P. Ludovici	17415 S. Dixie Hwy., Miami, FL 33157
Grant Miller	6796 SW 67nd Ave., Miami, FL 33143
Kim Sovia	16701 SW 72nd Ave., Palmetto Bay, FL 33157
Dr. Donna Grant Young	18320 SW 97 Ave., Miami, FL 33156

ARTICLE VIII - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a majority of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of this membership called for that purpose, by a 51% vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the by-laws of intention to submit such amendments.

ARTICLE X - ADDRESS

The initial street address of the principal office of this corporation shall be 17415 S. Dixie Hwy., Palmetto Bay, FL 33157-5491. Corporate offices may be moved from time to time as provided in the by-laws.

ARTICLE XI - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 80% of the value of the property of the corporation.

ARTICLE XII - DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII - ACQUISITION OF PROPERTY

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV - ANNUAL MEETING

Section 1. The annual meeting for the election of members of the Board of Directors shall be held in November of each year.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. A majority of the members shall constitute a quorum for the holding of any meetings.

ARTICLE XV - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be Edward P. Ludovici, Esq. at 17415 S. Dixie Hwy., Palmetto Bay, FL 33157-5491.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of February, 2003.

[Signature]
LEIF GUNDERSON

[Signature]
EDWARD P. LUDOVICI

[Signature]
ED GORIN

[Signature]
GRANT MILLER

[Signature]
MARY PETTIT

[Signature]
KIM SOVIA

[Signature]
HOWARD TENDRICH

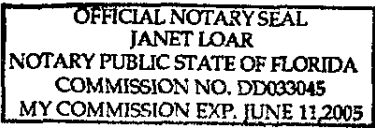
[Signature]
DR. DONNA GRANT YOUNG

[Signature]
LOIS NEIDHART

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me the 20th day of February, 2003 by Leif Gunderson, Edward P. Ludovici, Ed Gorin, Grant Miller, Howard Tendrich, Lois Neidhart, Kim Sovia, Dr. Donna Grant Young and Mary Pettit, who are personally know to me.

Notary Seal:



[Signature]
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]
EDWARD P. LUDOVICI
Registered Agent