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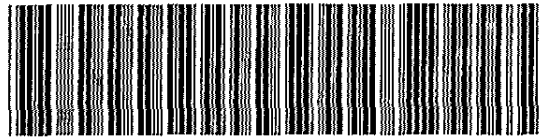
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MAR 29 2005

FLORIDA LEGAL SERVICES, INC.

3000 Biscayne Boulevard, Suite 450

Miami, Florida 33137

Telephone: 305-573-0092

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VALORY GREENFIELD
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March 18, 2005

KENT R. SPUHLER
DIRECTOR

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

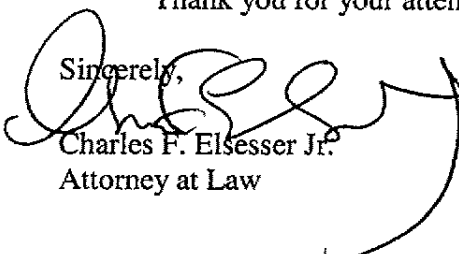
Re: Articles of Incorporation
Wynwood Historical Homeowners' Association, Inc.
Articles of Incorporation/ Registered Agent Filing Fee \$70.00
One Certified Copy \$8.75

Dear Sir or Madam:

Enclosed please find for filing the original and three copies of the Articles of Incorporation of **Wynwood Historical Homeowners' Association, Inc.** and designation of registered agent. Also enclosed you will find a check in the amount of \$78.75 to cover the filing fee costs for the Articles of Incorporation and designation of registered agent. The check also covers additional cost of providing the corporation with a certified copy of the articles of incorporation.

Thank you for your attention. If you have any questions please feel free to call.

Sincerely,


Charles F. Elsesser Jr.
Attorney at Law

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DIVISION OF CORPORATIONS

05 MAR 22 PM 3: 47

ARTICLES OF INCORPORATION
OF
WYNWOOD HISTORICAL HOMEOWNERS' ASSOCIATION, INC..
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is **WYNWOOD HISTORICAL HOMEOWNERS' ASSOCIATION, INC.** The principal office of the corporation is located in Miami-Dade County. The mailing address of the corporation is 3505 NW 5th Avenue. Miami, FL 33127.

Article II

The name of the registered agent of the corporation is Mr. Nicasio Alvarez. The address of this registered agent is 3505 NW 5th Avenue. Miami, FL 33127..

Article III

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

Article IV

The method of election of the Board of Directors shall be stated in the bylaws.

Article V

The name and address of the incorporator are :

Nicasio Alvarez 3505 NW 5th Avenue. Miami, FL 33127
Elba Arcelay 226 NW 33rd Street. Miami, FL 33127
Mariano Quinones 86 NW 33rd Street. Miami, FL 33127

Article VI

The purposes for which this corporation is formed are exclusively for the promotion of social welfare through the promotion of the common good and general welfare of the Wynwood

neighborhood of Miami-Dade County, Florida, as that neighborhood is defined in its By-Laws. The corporation may engage in any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article VII

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VIII

The Corporation is organized exclusively for the promotion of the social welfare. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

Article IX

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(4) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article X

Any person (and the heirs, executors and administrators of such person) made or

threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

Execution

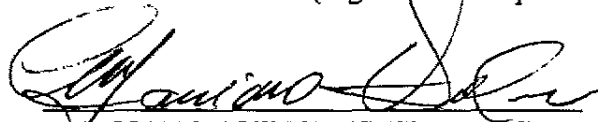
These Articles of Incorporation are hereby executed by the incorporators on this 15th day of March, 2005.



NICASIO ALVAREZ (Signature/Incorporator)



ELBA ARCELAY (Signature/Incorporator)



MARIANO QUINONES (Signature/Incorporator)

