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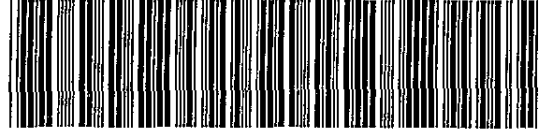
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
ARNSTEIN & LEHR LLP
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WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

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April 5, 2004

Corporate Records Bureau
Division of Corporations
Florida Department of State
407 East Gaines Street
Tallahassee, FL 32399

Re: **ARTICLES OF INCORPORATION FOR WEST PALM 100, INC.**

Dear Sir/Madam:

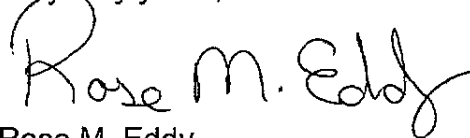
Enclosed is an original and one (1) executed copy of the Articles of Incorporation for West Palm 100, Inc.

Also enclosed is a check made payable to the Secretary of State of Florida in the amount of \$78.75 to cover the filing fees, registered agent designation and a certified copy of the above-referenced Articles of Incorporation.

Please process this matter at your earliest convenience and return the certified copy in the enclosed self-addressed stamped envelope.

Thank you and if should you have any questions, please feel free to contact us at the above number.

Very truly yours,



Rose M. Eddy
Legal Secretary

rme
Enclosures
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**ARTICLES OF INCORPORATION
OF
WEST PALM 100, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation as follows:

**I.
NAME**

The name of this Corporation is WEST PALM 100, Inc.

**II.
PLACE OF BUSINESS**

The address of the principal office is PO Box 4412, West Palm Beach, Fl 33402, and the mailing address of the Corporation is P.O. Box 4412, West Palm Beach, FL 33402.

**III.
DURATION**

The period of the duration of this Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

**IV.
PURPOSE**

The Corporation is a not for profit corporation. The founders of this Corporation wish to formalize their eleemosynary activities by creating this Corporation, The purposes of the Corporation are:

1. The specific and primary purposes for which, this Corporation is formed are too operate as a social and civic organization of young professional doing our part to support West Palm Beach children, families and neighborhoods through the dedication of time, money and people power.

2. The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code, or other programs or establishments, charitable in nature, which relate to charitable purposes.
3. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office. The assets and net earnings of the Corporation shall not inure to the benefit to any member, officer or director.

V. MEMBERS

The members of the Corporation shall be the Board of Directors appointed by the incorporators and such other persons as may be selected in accordance with the By-laws. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of membership, if any, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the By-laws.

VI. REGISTERED AGENT

The street address of the initial registered office of this corporation is 515 NORTH FLAGLER DRIVE, SIXTH FLOOR, WEST PALM BEACH, FLORIDA 33401, and the name of the initial registered agent of this corporation at that address is JOSE D. SOSA, ESQ. This corporation may, at its discretion, at any time, change the address of its registered office and the name of its registered agent.

VII.
BOARD OF DIRECTORS AND OFFICERS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be no less than five (5) and no more than twenty (20), provided, however, that number may be changed subsequent to Article XII. The Executive Committee shall serve on the Board of Directors each year. The members of the Corporation shall annually elect, reelect or replace directors, The By-laws may also provide for the selection of such officers as are deemed necessary or desirable. The method of election of directors and the executive committee is as stated in the By-laws.

VIII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

IX.
NON-STOCK BIAS

This Corporation is organized on a non-stock basis.

X.
AMENDING BY-LAWS

Subject to the limitations contained in the By-laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth in the By-laws.

**XI.
DISSOLUTION**

On the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**XII.
AMENDMENTS TO ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two thirds of a quorum of members of the Corporation.

**XII.
INCORPORATORS**

The name and addresses of the original incorporators are as follows:

Michelle McGovern
2425 Presidential Way
#604
West Palm Beach, Florida 33401

Michelle McGovern

Pamela Linden
7904 Monarch Court
Delray Beach, Florida 33446

Pamela Linden

Jennifer Mahoney
605 Upland Road
West Palm Beach, Florida 33401

Jennifer Mahoney

Shannon Fox
630 South Sapodilla Ave, Apt. 219
West Palm Beach, Florida 33401

Shannon Fox

Jose Sosa
1141 Via Jardin
Palm Beach Gardens, Florida 33401

Jose A. Sosa

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