

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 AUG -7 PM 2:20

W96-16494

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/7/96		
TIME	9:45		CK No. _____
BY	Dev		

WALK-IN
 Will Pick Up _____

7296000004145
 of _____ No. 52819
 RE: Royal Palm Pointe
Merchants Association, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s) <u>photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ROYAL PALM POINTE MERCHANTS ASSOCIATION, INC.
Ref. Number: W96000016494

We have received your document for ROYAL PALM POINTE MERCHANTS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 496A00037679

1/31/2000
Chad
Harvey

ARTICLES OF INCORPORATION

OF

ROYAL PALM POINTE MERCHANTS ASSOCIATION, INC.
a Florida Corporation not for profit

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be: ROYAL PALM POINTE MERCHANTS ASSOCIATION, INC.

ARTICLE II - EFFECTIVE DATE

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

ARTICLE III - DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The corporation is a not for profit corporation organized to operate exclusively as an association of persons (the term "persons" to include legal entities such as trusts and corporations) having a common business interest, whose purpose is to promote the common business interest and not to engage in a regular business of a kind ordinarily carried on for profit, within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) and more particularly:

(a) for the improvement of business conditions for merchants and businesses having a common business interest in the Royal Palm Pointe business corridor.

(b) to present trade statistics and group opinions of the membership to government agencies, bureaus and others who have

jurisdiction over public rights of way and other matters germane to the common business interests of the corporation's members.

(c) to disseminate information and promote interest in the Royal Palm Pointe corridor.

(d) to hold such meetings and other instructional activities for the members and the public as needed to promote the organizations goals.

In addition, in furtherance but not in limitation thereof:

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(6) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 501(6) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(6) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (d).

No part of the net earning of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are in furtherance of the corporation's exempt purposes within the meaning of Sections 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

ARTICLE V - MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes, whose membership includes persons who have a common business interest. Qualifications for membership shall be set forth in the bylaws.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
John David Smith,
Smith, Todd, McEntee and Company
49 Royal Palm Blvd
Vero Beach Florida 32960

The principal address and the registered office address are the same.

ARTICLE VII - BOARD OF DIRECTORS

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 set forth in the bylaws. The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

NAME	ADDRESS
1. Craig Long,	c/o Mr. Manatee's, P. O. Box 3058, Vero Beach, FL 32964-3058
2. Bob Cooper,	c/o Lobster Shanty, 1 Royal Palm Blvd., Vero Beach, FL 32960
3. John David Smith,	49 Royal Palm Blvd., #200, Vero Beach, FL 32960
4. Paul U. Dritenbas,	65 Royal Palm Blvd, Suite D, Vero Beach, FL 32960
5. Jack Jackson,	c/o Vero's Tackle & Sport Shop, 57 Royal Palm Blvd., Vero Beach, FL 32960
6. John Michael Matthews,	29 Royal Palm Blvd., Vero Beach, FL 32960

ARTICLE VIII MEETINGS

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Paul Dritenbas
65 Royal Palm Blvd., Suite D
Vero Beach Florida 32960

ARTICLE X - OFFICERS

The corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

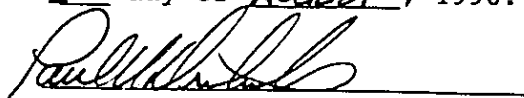
ARTICLE XI - BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by resolution of the Board of Directors.

ARTICLE XII - AMENDMENT

These articles of incorporation may be amended by affirmative vote of two thirds (2/3) of the total membership of the Board of Directors or, alternatively, as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2ND day of AUGUST, 1996.



Paul Dritenbas, Incorporator

95/11-7 5:20:20

CERTIFICATE DESIGNATED AGENT UPON WHOM
PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

Pursuant to Florida Statutes, the following is submitted:

ROYAL PALM POINTE MERCHANTS ASSOCIATION desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named JOHN DAVID SMITH, of 49 Royal Palm Blvd. Suite 200, Vero Beach Florida 32960 as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes.


Name John David Smith

8/2/96
Dated