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Doss Burnham, Attorney
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Protect Our Neighborhoods Inc
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PROTECT OUR NEIGHBORHOODS, INC.
(A Florida Not-for-Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Protect Our
Neighborhoods, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this
corporation shall be:

125 Valencia Drive
Islamorada, Florida 33036

ARTICLE III PURPOSE

The purposes of the Corporation shall be exclusively
religious, charitable, scientific, literary or educational
within the meaning of Section 501(c)(3) of the Internal
Revenue Code. The purposes of the Corporation include
conducting all activity authorized by Florida law toward the
ends of: preserving, promoting, protecting, and improving
the public health, safety, comfort, good order, appearance,
convenience, law enforcement and fire protection, and
general welfare of the residents of Islamorada, and of its
neighborhoods; conserving and protecting the natural
resources of the environs of the Village of Islamorada and
adjacent areas, including areas that may be impacted by land
use plans, regulations, and development orders adopted by
the Village of Islamorada and considered by State agencies
and tribunals. The Corporation shall have and exercise all
powers accorded corporations not for profit under the laws
of Florida which are not in conflict with the Corporations
exempt purposes.

No part of the assets or net earnings of the
Corporation shall inure to the benefit of, or be
distributable to its members, directors, officers, or
trustees, or other private persons; except that the
Corporation shall be authorized and empowered to pay
reasonable compensation for services rendered and make
payments and distributions in furtherance of the Corporate
purposes. No substantial part of the activities of the
Corporation shall be carrying on of propaganda, or otherwise
attempting to influence legislation. The Corporation shall
not participate in, or intervene in (including the
publishing or distribution of statements) any political
campaign on behalf of, or in opposition to, any candidate
for public office. Notwithstanding any other provision of

these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by a majority vote of those members of the Corporation at an annual meeting of the Corporation, or at a special meeting of the Corporation held for that purpose.

ARTICLE V DIRECTORS

The Corporation shall have six directors initially. The number of directors may be increased from time to time if adopted by the Board of Directors, but shall never be less than three or more than fifty. The directors shall adopt Bylaws of the Corporation by at least a two-third's vote, and may amend or rescind Bylaws in the same manner at any meeting of the Corporation.

The names, addresses, and offices of the initial directors of the Corporation are:

James D. Hurley
173 Ojibway Avenue
Tavernier, Florida 33070

Jack Wyatt
125 Valencia Drive
Islamorada, Florida 33036

Marby Causey
P.O.Box 1169
Islamorada, Florida 33036

Capt. Rich Hellmuth
211 Mohawk Street
Tavernier, Florida 33070

Capt. Eddie Wightman
15 South Drive
Islamorada, Florida 33036

Patrick Barthet
200 S. Biscayne Boulevard
Suite 1800
Miami, Florida 33131

ARTICLE VI OFFICERS

The officers of the Corporation shall be a president, vice-president, secretary and a treasurer. The same person may hold any two or more offices. The duties of the officers shall be as provided in the Bylaws of the Corporation. Until the first annual meeting of the Corporation, the following shall be the initial officers of the Corporation:

President

James D. Hurley
173 Ojibway Avenue
Tavernier, Florida 33070

Vice President

Jack Wyatt
125 Valencia Drive
Islamorada, Florida 33036

Secretary / Treasurer

Marby Causey
Post Office Box 1169
Islamorada, Florida 33036

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial Registered Agent of the Corporation is:

Jack Wyatt
125 Valencia Drive
Islamorada, Florida 33036

ARTICLE VIII INCORPORATORS

The names and addresses of the initial incorporators are:

James D. Hurley
173 Ojibway Avenue
Tavernier, Florida 33070

Jack Wyatt
125 Valencia Drive
Islamorada, Florida 33036

Marby Causey
Post Office Box 1169
Islamorada, Florida 33036

ARTICLE IX TERM OF EXISTENCE

The Corporation shall have a perpetual existence. .

ARTICLE X STOCK

The Corporation shall not issue any capital or other stock.

ARTICLE XI MEMBERSHIP

Membership in the Corporation shall be open to persons who reside, own property, or operate a business within the municipal limits of the Village of Islamorada, who subscribe to the purposes of the Corporation and agree to be bound by the Articles of Incorporation. The manner of admission of members shall be regulated in the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more such classes.

ARTICLE XII LIABILITY OF DEBTS

Neither the members, directors nor officers of the Corporation shall be personally liable for the debts of the Corporation. All officers and directors of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may be involved by reason of holding such position. The Corporation may purchase and maintain insurance on behalf of all directors or officers against any liability asserted against them, or incurred by them, in their capacity as directors or officers or arising out of their status as such.

ARTICLE XIII DISSOLUTION

Should the Corporation be dissolved, any assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

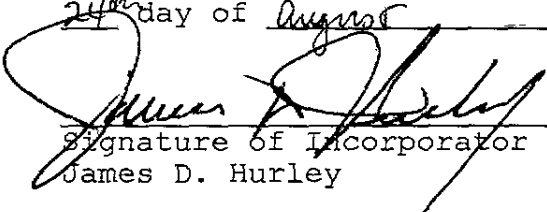
ARTICLE XIV EFFECTIVE DATE

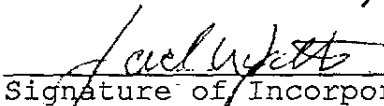
These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State's Office.

ARTICLE XV AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by an affirmative vote of the majority of those directors present at the Corporation's annual meeting or at a special meeting of the Board of Directors called for that purpose.

IN WITNESS WHEREOF, each initial incorporator has signed and acknowledged the foregoing Articles of Incorporation this 24th day of August, 2003.


Signature of Incorporator
James D. Hurley


Signature of Incorporator
Jack Wyatt


Signature of Incorporator
Marby Causey

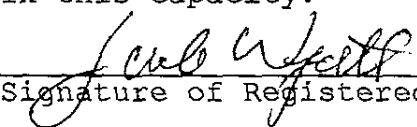
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TALLAHASSEE, FLORIDA

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial Registered Agent is Jack Wyatt, and the street address of the initial registered office of the Corporation in the State of Florida shall be: 125 Valencia Drive, Islamorada, Florida 33036.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent to accept service of process for the above-stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature of Registered Agent

8/24/03
Dated