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March 6, 2000

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Division of Corporations

409 East Gaines Street

P.O. Box 6327

Tallahassee, FL 32314

RE: Articles of Incorporation of PEACEMAKERS URBAN COMMUNITY
DEVELOPMENT CORPORATION, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation of PEACEMAKERS URBAN COMMUNITY DEVELOPMENT CORPORATION, INC. and a trust account check for \$70.00 for the cost of filing.

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me or my secretary, Paula McKnight.

Sincerely yours,

Paula McKnight GAVE

J. Daniel Beirute, AUTHORIZED SIGNATORY TO

JDB/pmc

Enclosures

DATE *3/17/2000*
DOC. EXAM *3/17/2000*

FILED
00 MAR 10 AM 9:52
TALLAHASSEE, FLORIDA

PH 3/17/2000

ARTICLES OF INCORPORATION
OF

FILED
00 MAR 10 AM 9: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PEACEMAKERS URBAN COMMUNITY DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be PEACEMAKERS URBAN COMMUNITY DEVELOPMENT CORPORATION, and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is Rich Wilkerson, 655 N.W. 125th Street, North Miami, Florida, 33168, County of Dade. **His signature, infra at page seven, indicates his acceptance of this designation.** The address of the corporation's Registered and Principal office in the State of Florida is 655 N.W. 125th Street, North Miami, Florida, 33168, County of Dade.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for tax exempt charitable purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

- (a) To raise funds from private sector donations to be used for the support of programs designed to assist in the purposes of the corporation;
- (b) To operate under the name as set forth in ARTICLE I above;
- (c) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (d) To adopt and use a corporate seal;
- (e) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer, and expend funds and property subject to such trust.
- (f) To take, purchase, or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop, and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter, and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the

erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated, in furtherance of the charitable purposes of the corporation.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(h) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(i) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(j) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(k) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;

(l) To use any and all media, including but not limited to recording, print, television and radio, in the furtherance of its nonprofit, tax- exempt purposes;

(m) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(n) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a public foundation as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(o) To provide relief of the poor, the distressed and the underprivileged, lessen neighborhood tensions, eliminate prejudice and discrimination, and combat community deterioration. To develop and expand the opportunities available to underprivileged low-income persons or groups comprised substantially of such persons to own, manage, operate and gain employment in business enterprise. To further the development and expansion of business enterprises which make specific provisions for employment, training and education of residents of, or which are located in, economically underprivileged or depressed area. To assist underprivileged persons or groups comprised substantially of such persons, in developing managerial and entrepreneurial skills necessary for the successful operation of business enterprises. To assist underprivileged persons or groups comprised substantially of such persons in obtaining adequate financial support for the successful operation of business enterprises.

(p) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(q) To expand the opportunities available to underprivileged persons or groups comprised substantially of such persons to obtain adequate low-cost housing accommodations.

(r) 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, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies, to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, including among other things:

(1) to provide advice, support, credit, funds, capitals gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises which are or will be owned or operated in whole or in part by underprivileged persons or groups of persons comprised substantially of such persons, or which will make specific provisions for employment, training and education of residents of, or located in, underprivileged or depressed areas;

(2) to furnish, secure and arrange for management, administrative, technical and other advice, support, training and assistance

to underprivileged persons or groups comprised substantially of such persons in order to enable them to develop the skills necessary to the successful operation of business enterprises;

(3) to encourage and assist underprivileged persons or groups comprised substantially of such persons to organize, create, acquire, obtain financing for, own, manage and operate business enterprises;

(4) to obtain information and conduct research, studies and analysis, and prepare and publish reports that may be of use in furthering the development and expansion of business enterprises which are or will be owned and operated by underprivileged persons or groups comprises substantially of such persons, or business enterprises which will make specific provision for employment, training and education of residents of, or located in, economically underprivileged and depressed areas, including information, research, studies, analysis and reports as to markets, products, services, skills, sources of financing, and any and all other related matters;

(5) to conduct educational and other efforts to eliminate any prejudice and discrimination in the business and financial community, and to foster the establishment of sound and constructive relationships between the business and financial community and underprivileged persons or groups comprised substantially of such persons seeking opportunities in business;

(6) to aid, support and assist by gifts, contributions, loans, investments, and other lawful forms of assistance other persons or organizations furnishing assistance to and seeking to develop and expand the business and employment opportunities of underprivileged persons or groups

comprised substantially of such persons in organizing, creating, acquiring, obtaining financing for, owning, managing, operating, and gaining employment in business enterprises.

(7) to conduct educational activities designed to provide instruction and/or training to underprivileged persons or groups comprised substantially of such persons for the purpose of improving or developing their capabilities, and the instruction of the public on subjects useful to said persons and members of said groups and beneficial to the community;

(8) to engage in housing production and related activities in order to improve the living conditions of underprivileged persons or groups;

(9) to engage in any and all other activities which will directly or indirectly improve the social welfare and economic conditions of underprivileged persons or groups.

(s) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV

The Board of Trustees shall conduct all the business of the corporation and shall be the only voting members of the corporation. The number of Trustees, and the qualifications shall be established in the bylaws of this corporation. The qualifications of members and the manner of their admission shall be fully provide in the Bylaws.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 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 corresponding section of any future federal tax code.

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

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

The undersigned incorporators shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Trustees shall be elected yearly at the annual business meeting by the voting members. The initial Board of Directors shall not be less than three (3). The undersigned shall hold the offices indicated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED This 28 day of February, 2000.

INCORPORATORS


NAME

ADDRESS


Acceptance of Registered Agent:


RICH WILKERSON

655 N.W. 125th Street
North Miami, FL 33168

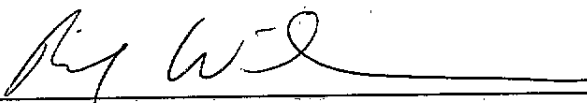

ROBYN WILKERSON

655 N.W. 125th Street
North Miami, FL 33168


DANNY THOMAS

18051 Biscayne Blvd., #1804
Aventura, FL 33160

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of
PEACEMAKERS URBAN COMMUNITY DEVELOPMENT CORPORATION.

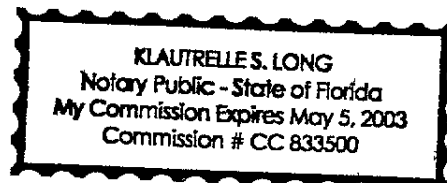

RICH WILKERSON /Registered Agent

STATE OF FLORIDA)
 : ss.
County of Miami Dade)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared Rich Wilkerson, Robyn Wilkerson, and Danny Thomas, known to me to be the persons whose names are subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Klaurrelle S. Long
Notary Public for FLORIDA
Residing at 17301 NW 32 AVE MIAMI, FL
My Commission Expires 5/5/2003



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