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FLORIDA NON-PROFIT CORPORATION

PALM BEACH BUSINESS INITIATIVE GROUP, INC.

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STATE OF FLORIDA
NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
OF
PALM BEACH BUSINESS INITIATIVE GROUP, INC.

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

FIRST: The name of the corporation is Palm Beach Business Initiative Group, Inc. The principal office and mailing address of the corporation shall initially be c/o Jeffrey S. Geller, Edwards & Angell, LLP at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to cross-marketing and business development.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The street address of the initial registered office of the corporation is c/o Edwards & Angell, LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida, 33401, and the name of its initial registered agent at such address is Angell Corporate Services, Inc.

SIXTH: The names and addresses of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are:

Eric S. Kurit
Kurit & Abrams
319 Clematis Street, Suite 199
West Palm Beach, FL 33401

Jeffrey S. Geller
Edwards & Angell, LLP
One North Clematis Street, Ste. 400
West Palm Beach, FL 33401

Amy Linder
New Horizons
3111 South Dixie Highway
Suite 302, Prospect Place
West Palm Beach, FL 33405

Josie Hernandez
Business Development Board of Palm Beach County, Inc.
222 Lakeview Avenue, Suite 1200
West Palm Beach, FL 33401

Geoff Collins
Applied Digital Solutions
4100 N. Powerline Rd., Suite 1-2
Pompano Beach, FL 33073

Ryan T. Anschuetz
Paychex
250 Australian Avenue South, Suite 200
West Palm Beach, FL 33401

David M. Gill
PaineWebber Incorporated
440 Royal Palm Way, Suite 300
Palm Beach, FL 33480

SEVENTH: The name and addresses of the incorporator to these Articles of Incorporation is:

Jeffrey S. Geller, Esq.
Edwards & Angell, LLP
One North Clematis Street, Suite 400
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has set his hand and seal on this 18th day of April, 2001.

Jeffrey S. Geller, Esq., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

The PALM BEACH BUSINESS INITIATIVE GROUP, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., c/o Edwards & Angell, LLP located at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office. Accepted this 18th day of April, 2001.

ANGELL CORPORATE SERVICES, INC.

Jonathan E. Cole, President

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