

NO20000002531

LAW OFFICES
RYAN & RYAN, P.A.
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
HOWARD E. RYAN
JOSHUA S. PINSKY
*Board Certified in
County and Local
Government Law

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

January 30, 2002

Re: Incorporation of ABC Thrift, Inc.
Our File Number: 17865D

600004864056--3
-02/04/02--01052--014
*****78.75 *****78.75

Gentlemen:

In connection with the above referenced nonprofit corporation,
I enclose the following items:


1. Original and one copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Resident Agent and listing officers and directors; and
3. My trust account check payable to Florida Secretary of State in the sum of \$78.75, representing the filing fee, Registered Agent Designation and certified copy fee.

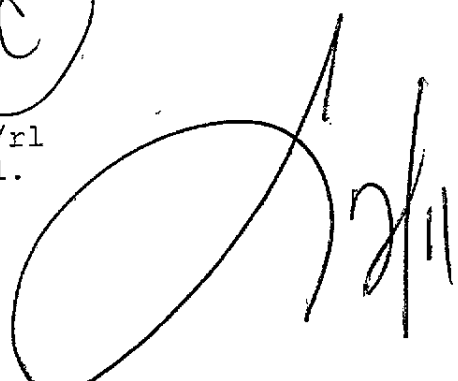
Please forward a certified copy of the Articles of Incorporation and Resident Agent Designation to the undersigned attorney.

Thank you for your prompt response to this request.

Very truly yours,


TIMOTHY M. RYAN


TMR/rl
Encl.


02 FEB -4 AM 9:42
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 8, 2002

TIMOTHY M RYAN, ESQUIRE
700 E DANIA BEACH BLVD, THIRD FLOOR
DANIA BEACH, FL 33004-3090

SUBJECT: ABC THRIFT, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P02000015042) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N02000002531 with the original file date of February 4, 2002.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 702A00020674

ARTICLES OF INCORPORATION

OF

ABC THRIFT, INC.

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation not for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be ABC THRIFT, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 354 East Dania Beach Boulevard, Dania Beach, Broward County, Florida 33004. The mailing address of this corporation shall be 354 East Dania Beach Boulevard, Dania Beach, Florida 33004.

ARTICLE III

PURPOSE

The general nature and purpose of this corporation shall be to collect, sell and distribute clothing, appliances, household goods and related donated items for the benefit of the members of the Dania Beach community and especially the children, staff and parents of Dania Elementary School.

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02 FEB -4 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

MEMBERSHIP

Section 1: The membership of this corporation shall consist of those persons either residing in the City of Dania Beach or having a place of business in the City of Dania Beach and who subscribe to the principles of this corporation, the provisions of its Charter and By-Laws, and such rules and regulations of this corporation as may be adopted pursuant thereto.

Section 2: The voting membership of this corporation shall be evidenced by the inclusion of a person's name on the roster of membership maintained by the Secretary.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is as follows:

VIVIANNE DE COSTA
600 N.E. 2nd Street, Apartment 306
Dania Beach, Florida 33004

ARTICLE VII

REGISTERED AGENT

The initial Registered Agent of this corporation is VIVIANNE DE COSTA, 600 N.E. 2nd Street, Dania Beach, Florida 33004, and the

initial registered office is located at 600 N.E. 2nd Street, Dania Beach, Florida 33004.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less three (3), nor more than seven (7).

ARTICLE IX

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be three (3) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

VIVIANNE DE COSTA	600 N.E. 2 nd Street, #306 Dania Beach, Florida 33004
KATHLEEN DI BONA, PhD.	1501 South Ocean Drive Apartment 1403 Hollywood, Florida 33019
LINDA TRINCKES	424 S.E. 3 rd Place Dania Beach, Florida 33004
STANLEY PERLMUTTER	600 N.E. 2 nd Street, #306 Dania Beach, Florida 33004
PATRICIA SHEEHAN	1445 Atlantic Shores Boulevard Hallandale, Florida 33009

ARTICLE X

ELECTION OF DIRECTORS

The manner in which the Directors are to be elected shall be as provided in the By-Laws of the corporation.

ARTICLE XI

OFFICERS

Section 1: The affairs of the corporation shall be managed by the following Officers:

President
Vice President
Secretary
Treasurer

Section 2: The Officers shall be elected at the annual meeting of membership held at the time as provided by the By-Laws and shall serve for a term of one (1) year or until their successors have been elected and qualified. Officers shall be elected in a manner provided in the By-Laws of the corporation.

Section 3: Any vacancy in any of the offices of this corporation, save that of President, shall be filled by an election held by the corporation immediately following the occurrence of such vacancy, and the newly elected officer shall be installed immediately following his or her election.

In the event of a vacancy in the office of President, the Vice President shall immediately be deemed President, and assume the duties and obligation of President, and the office of Vice President shall be deemed vacant and filled as hereinbefore set forth.

The term of office of any officer elected to fill a vacancy, or that of a Vice President deemed President, shall be for the

remainder of the term of the office.

ARTICLE XII

FIRST OFFICERS

The names and addresses of the first officers of this corporation who shall serve until the election, qualification, and installation of their successors following the annual meeting, pursuant to the By-Laws of the corporation, are as follows:

VIVIANNE DE COSTA President	600 N.E. 2 nd Street, #306 Dania Beach, Florida 33004
KATHLEEN DI BONA, PhD. Vice President	1501 South Ocean Drive Apartment 1403 Hollywood, Florida 33019
LINDA TRINCKES Secretary	424 S.E. 3 rd Place Dania Beach, Florida 33004
STANLEY PERLMUTTER Treasurer	600 N.E. 2 nd Street, #306 Dania Beach, Florida 33004

ARTICLE XIII

BY-LAWS

The By-Laws of this corporation may be amended by a two-thirds (2/3rds) vote of the membership present and voting at any regular or special meeting of this corporation, provided written notice of such proposed amendment shall first have been given to the membership at least ten (10) days prior to the meeting at which time the vote on the amendment shall be taken.

ARTICLE XIV

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon the

submission of a proposal for such an amendment by a majority of the membership present at a regular or special meeting, which amendment or amendments is thereafter adopted by a two-thirds (2/3rds) vote of the membership present and voting at such meeting.

ARTICLE XV

MISCELLANEOUS PROVISIONS

Section 1: All revenue, profit, income and money received from the conduct of this corporation, or from membership dues, less operating expenses, will be used and employed for furthering the end purpose of said corporation, and not for the benefit of the members of said corporation individually.

Section 2: This corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation, and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations not for profit under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 30th day of January, 2002.


VIVIANNE DE COSTA

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority,

VIVIANNE DE COSTA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 30th day of January, 2002.



Constance B. Evans
MY COMMISSION # DD025916 EXPIRES
May 15, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Constance B. Evans
Notary Public

My Commission Expires:

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating Place of Business or Domicile for the Service Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

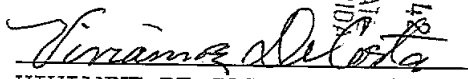
ABC THRIFT, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 354 East Dania Beach Boulevard, in the City of Dania Beach, County of Broward, State of Florida, has named VIVIANNE DE COSTA, located at 600 N.E. 2nd Street, #306, in the City Dania Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

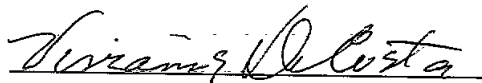
<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
VIVIANNE DE COSTA	President	600 N.E. 2 nd Street, #306 Dania Beach, FL 33004
KATHLEEN DI BONA, PhD.	Vice President	1501 South Ocean Drive Apartment 1403 Hollywood, FL 33019
LINDA TRINCKES	Secretary	424 S.E. 3 rd Place Dania Beach, FL 33004
STANLEY PERLMUTTER	Treasurer	600 N.E. 2 nd Street, #306 Dania Beach, FL 33004

Dated this 30th day of January, 2002.


VIVIANNE DE COSTA, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


VIVIANNE DE COSTA
Registered Agent

FILED
02 FEB - 1 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA