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June 11, 2002

Department of State
The Capitol, PL-2
Tallahassee, FL 32399-0250

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

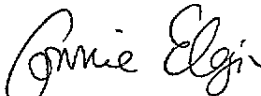
RE: Audubon Park Neighborhood Association, Inc.

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation of Audubon Park Neighborhood Association, Inc., along with a check in the amount of \$70.00 for your filing fees. If these Articles of Incorporation meet with your approval, please file them and return a copy to us with the Certificate.

If you have any questions regarding this matter, please do not hesitate to contact this office. Thank you for your attention to this matter.

Sincerely,



Connie Elgin
Legal Secretary

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Enclosures

cc. W.E. McEachern

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2002

MUTCH & BRIGHAM, P.A.
2114 NW 40TH TERRACE
SUITE A-1
GAINESVILLE, FL 32605

SUBJECT: AUDUBON PARK NEIGHBORHOOD ASSOCIATION, INC.
Ref. Number: W02000017238

We have received your document for AUDUBON PARK NEIGHBORHOOD 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 402A00038730

**ARTICLES OF INCORPORATION
OF
AUDUBON PARK NEIGHBORHOOD ASSOCIATION OF GAINESVILLE, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE ONE - NAME AND ADDRESS

The name of the Corporation is AUDUBON PARK NEIGHBORHOOD ASSOCIATION OF GAINESVILLE, INC. and the address of the principal office of the corporation is 2114 N.W. 40th Terrace, Suite A-1, Gainesville, FL 32605, and the mailing address of the corporation is 2114 N.W. 40th Terrace, Suite A-1, Gainesville, FL 32605.

ARTICLE TWO - DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence business on the day of the filing of these Articles of Incorporation.

ARTICLE THREE - PURPOSE

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code).

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) concerning 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (or corresponding section of any future federal tax code).

ARTICLE FOUR - DIRECTORS

The method of election of the directors of the Corporation is set forth in the bylaws. This Corporation shall have an initial Board of Directors comprised of:

W.E. McEachern
1020 SW 11th Terrace
Gainesville, FL 32601

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David Drake
1015 SW 11th Terrace
Gainesville, FL 32601

Robert Simons
1122 SW 11th Avenue
Gainesville, FL 32601

Linda B. Crider
1030 SW 11th Terrace
Gainesville, FL 32601

ARTICLE FIVE - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 2114 N.W. 40th Terrace, Suite A-1, Gainesville, FL 32605. The initial registered agent of the Corporation at that address shall be Samuel A. Mutch.

ARTICLE SIX - INCORPORATOR

The name and residence address of the incorporator is:

W.E. McEachern
1020 SW 11th Terrace
Gainesville, FL 32601

ARTICLE SEVEN - EARNINGS & ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 Section 501(c)(3) purposes.

Upon dissolution of this 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, State or Local Government for a public purpose.

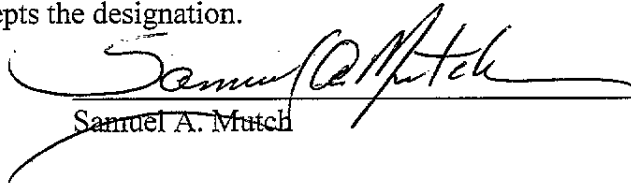
IN WITNESS WHEREOF, I, W.E. McEachern, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Gainesville, Florida, on this 17th day of June 2002.



W.E. McEachern

CONSENT OF REGISTERED AGENT

Having been named as a Registered Agent for AUDUBON PARK NEIGHBORHOOD ASSOCIATION OF GAINESVILLE, INC., as the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Samuel A. Mutch

Accepted this 24th day of June 2002.

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TALLAHASSEE, FLORIDA