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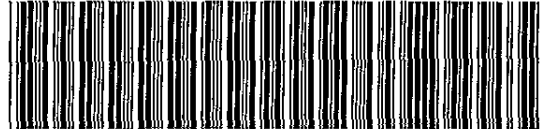
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11/21/02

Law Office
of
GREGORY D. LERCH
ATTORNEY AND COUNSELOR AT LAW

GREGORY D. LERCH*

OF COUNSEL:
ANTHONY M. NARDELLA
FREDERICK H. NELSON
(*ADMITTED IN FLORIDA, MARYLAND AND DC)

1081 SANDY LANE
LONGWOOD, FLORIDA 32779

TELEPHONE (407) 869-0020
FACSIMILE (407) 869-8688

November 8, 2002

Attn: New Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: BETTER NEIGHBORHOOD, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. I have also enclosed a check in the amount of \$78.75 for the requisite filing fee and certificate. Please send the certificate at your earliest convenience to:

Law Offices of Gregory Lerch
1081 Sandy Lane
Longwood, Florida 32779

I can be reached at (407) 869-0020 if you have any further questions. Thank you in advance for your cooperation.

Sincerely,

Gregory Lerch

GDL/kl
enclosures

ARTICLES OF INCORPORATION
OF
BETTER NEIGHBORHOOD, INC.
(A NON-PROFIT FLORIDA CORPORATION)

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TALLAHASSEE FLORIDA

The undersigned, being of legal age and competent to contract for the purpose of organizing a business corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation under Florida Statutes, Chapter 617, and other laws of the state of Florida, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be BETTER NEIGHBORHOOD, INC. (hereinafter "Corporation").

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence immediately upon filing with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The purposes for which the Corporation is formed are:

1. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes.
2. To take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property

is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in this Article, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligation, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Florida Statutes, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, founders, contributors, directors, officers, or other private person, 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 this Article. 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. 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
4. Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (1), (2) and (3) of this Article, shall be to promote, encourage, educate and provide decent housing that is affordable to low and moderate income people.

ARTICLE IV
CAPITAL STOCK

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matter relating to its members shall be as set forth in the Bylaws of the Corporation.

ARTICLE V
INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The initial registered and principal office of this Corporation shall be located at 2102 Orchard Drive, Apopka, Florida, 32712, and the initial registered agent of the Corporation at that address shall be JEROME GRANT. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

JEROME GRANT
2102 Orchard Drive
Apopka, Florida, 32712

JANNVA GRANT
2619 Myakka Drive
Orlando, Florida 32839

WILLIE MAY SIMS
1231 Amaros Avenue
Orlando, Florida 32805

ARTICLE VII
INCORPORATORS

The name and street address of the person signing these Articles as Incorporators is:

JEROME GRANT
2102 Orchard Drive
Apopka, Florida, 32712
President

ARTICLE VIII INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as herein defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

ARTICLE X AMENDMENT

The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI DEFINITIONS

In these Articles of Incorporation:

1. References to "charitable organizations" or "charitable organization" mean corporations, trust, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for 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 and which do not participate in, or intervene in including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that

the organization described in this Article shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

2. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

ARTICLE XII DISTRIBUTION OF INCOME

1. The Corporation shall distribute its income for 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 of 1986, or corresponding provisions of nay subsequent federal tax laws.
2. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under Florida Statutes, Chapter 617, and other laws of the state of Florida, to do business both within and without the State of Florida, does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this _____ day of _____, 2002.

Jerome Grant, President
JEROME GRANT/Incorporator
President and Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BETTER NEIGHBORHOOD, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Jerome Grant, President
JEROME GRANT

Date 11-08-02

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TALLAHASSEE FLORIDA