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Division of Corporations

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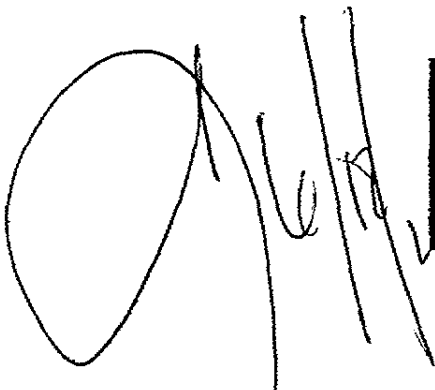
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FLORIDA NON-PROFIT CORPORATION

GREATER DOWNTOWN LAS OLAS ASSOCIATION, INC.



Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
GREATER DOWNTOWN LAS OLAS ASSOCIATION, *Inc.*
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I. NAME

The name of the Corporation is: GREATER DOWNTOWN LAS OLAS ASSOCIATION, *Inc.*

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the corporation is 2600 N. Military Trail, Suite No. 270, Boca Raton, Florida 33431.

ARTICLE III. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV. PURPOSES AND POWERS

A. This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes for which this Corporation is organized is (i) to operate exclusively for charitable, public safety and education purposes, including, but not limited to, restoring, maintaining and enhancing Las Olas Boulevard and Greater Downtown Fort Lauderdale areas; and (ii) to develop and promote business growth and economic opportunities for all of the downtown businesses and business owners; and (iii) to exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations.

B. The purposes of which GREATER DOWNTOWN LAS OLAS ASSOCIATION, *Inc.* is organized are exclusively charitable within the meaning of Section

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501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under section 501 (c) (3) of the Internal Revenue Code and the Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170 9c) (2) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any member of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more Organizations which themselves are exempt as Organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

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ARTICLE V. QUALIFICATION OF MEMBERS

The terms, conditions and qualification with respect to the membership (if any) of this Corporation shall be as provided for by the By-laws of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT

The address of this Corporation's current registered office is: 2600 North Military Trail, Suite 270, Boca Raton, Florida 33431.

The name of the individual who is currently serving as this Corporation's registered agent at that address is Ian M. Berkowitz.

ARTICLE VII. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of a Board of Directors. The number of the initial Board of Directors for the Corporation shall be as provided for in the Corporation's By-laws. It is further provided that the number of Directors may be increased or decreased from time to time, as provided in the Corporation's By-laws, but shall never be less than three (3) nor more than nine (9). Such Directors are to be elected or appointed in the manner provided for by the Corporation's By-laws.

ARTICLE VIII. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceedings or settlement thereof in which they may become involved as a part or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them.

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or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE IX. INCORPORATORS

The name and address of the incorporators of this Corporation are as follows:

Ian M. Berkowitz	21041 Shady Vista Lane Boca Raton, Florida 33428
Douglas G. Zeif	9544 Parkview Avenue Boca Raton, Florida 33428
Randi Lee Scheiblich	9930 NW 58 th Court Parkland, Florida 33076

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16th day of June, 2003.


Ian M. Berkowitz, Incorporator


Douglas G. Zeif, Incorporator


Randi Lee Scheiblich, Incorporator

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned hereby acknowledges that, as set forth in the Articles of Incorporation, he is presently serving as Registered Agent of GREATER DOWNTOWN LAS OLAS ASSOCIATION. Pursuant to Section 617.0501(3), Florida Statutes (1995), I hereby state that I am familiar with and will continue to perform the duties, obligations and responsibilities as Registered Agent for said corporation.

Dated this _____ day of June, 2003.


Ian M. Berkowitz, Registered Agent

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