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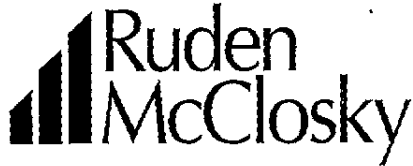


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145 NW CENTRAL PARK PLAZA
SUITE 200
PORT ST. LUCIE, FLORIDA 34986

(772) 873-5900
FAX: (772) 873-5959
EVETT.SIMMONS@RUDEN.COM

October 29, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

IN RE: NBA-FLORIDA CONVENTION 2005, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Evett L. Simmons", followed by a horizontal line.

Evett L. Simmons, Esquire

Enclosures

**ARTICLES OF INCORPORATION
OF
NBA-FLORIDA CONVENTION 2005, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation shall be NBA-FLORIDA CONVENTION 2005, INC.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is Suite 200, 145 NW Central Park Plaza, Port St. Lucie, Florida, 34986.

ARTICLE III

Purpose

The specific and primary purposes for which this Corporation is formed are to:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. Promote and foster the National Bar Association and its members in hosting the National Bar Association's 2005 Convention.
- C. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purpose.

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Powers

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TALLAHASSEE FLORIDA

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida.

ARTICLE V

Limitations

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will 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 later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to private individuals or entities, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations described in Code Section 501(c)(6) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VII

Incorporator

The name of the Incorporator of this Corporation is Evett L. Simmons, Esquire, and the address of said Incorporator is Suite 200, 145 NW Central Park Plaza, Port St. Lucie, Florida, 34986.

ARTICLE VIII

Officers

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Vice-President, Treasurer, Secretary, and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation.

ARTICLE IX

Board of Directors

1. The number of persons constituting the initial Board of Directors ("Board") shall be eleven (11). However, the Board may, in its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be fewer than five (5). The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

2. The names and addresses of the initial Board are as follows:

- | | | |
|-----|------------------|---|
| (a) | Chaunthina Abney | 221 SE Osceola Street
Stuart, FL 34994 |
|-----|------------------|---|

- | | | |
|-----|--------------------|---|
| (b) | Benjamin Crump | Parks & Crump
240 N. Magnolia Drive
Tallahassee, FL 32301 |
| (c) | Monique Edwards | P. O. Box 2446
Baton Rouge, LA 70821 |
| (d) | Linnes Finney, Jr. | P. O. Box 3390
Fort Pierce, FL 34948 |
| (e) | Reginald Hicks | P. O. Box 2248
Orlando, FL 32802 |
| (f) | Carolyn Howard | 15321 S. Dixie Hwy, Ste 302
Miami, FL 33157 |
| (g) | Arthenia Joyner | P. O. Box 172297
Tampa, FL 33672 |
| (h) | Noel Lawrence | 101 East Union Street, Ste. 200
Jacksonville, FL 32202 |
| (i) | Daryl Parks | Parks & Crump
240 N. Magnolia Drive
Tallahassee, FL 32301 |
| (k) | Evet L. Simmons | 145 NW Central Park Plaza, Ste. 200
Port St. Lucie, FL 34986 |
| (l) | Veronica Valdez | P. O. Box 616958
Orlando, FL 32861 |
| (m) | Jovita Williams | 7901 Saddlebrook Drive
Port St. Lucie, FL 34986 |

3. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

ARTICLE X

Bylaws

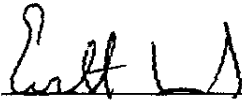
Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

Initial Registered Office and Agent

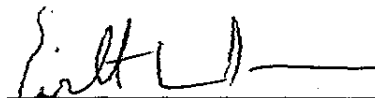
As set forth in the registered agent's written acceptance of her appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Evett L. Simmons, Esquire, Suite 200, 145 NW Central Park Plaza, Port St. Lucie, Florida, 34986.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 28th day of October 2003.

 _____, Incorporator
Evett L. Simmons

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, Evett L. Simmons, Esquire, hereby accepts appointment as the initial registered agent of NBA-FLORIDA CONVENTION 2005, INC., as set forth in the foregoing Articles of Incorporation.


[Registered Agent]

Dated: October 27, 2003

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