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STATE
PALM BEACH, FLORIDA

FLORIDA NON-PROFIT CORPORATION

CONCERNED CITIZENS OF PALM BEACH, INC.

Certificate of Status	1
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SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONCERNED CITIZENS OF PALM BEACH, INC.

Article I. NAME

The name of this Corporation is:

Concerned Citizens of Palm Beach, Inc. (the "Corporation")

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133
Attn: Philip Guerra

Article III. ENABLING LAW

This Corporation is organized pursuant to the "Florida Not for Profit Corporation Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article IV. PURPOSE AND DURATION

A. This Corporation is organized and shall be operated to receive, administer and expend funds for political purposes, as permitted under Section 527 of the Internal Revenue Code of 1986, as amended (the "Code").

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustees, 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 the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws.

Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation described under Section 527 of the Code.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida.

Article V. MEMBERSHIP

If the Board of Trustees determines that the Corporation shall have members, then membership in this Corporation shall be open to any person, family, corporation, or other entity. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as determined by the Board of Trustees.

Article VI. MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees. The members of the Board of Trustees shall be elected as provided in the Bylaws of the Corporation. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three.

Article VII. INITIAL BOARD OF TRUSTEES

The initial Board of Trustees shall be appointed as set forth in the Bylaws of the Corporation.

Article VIII. DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Board of Trustees. All the property and assets of this Corporation are and shall be irrevocably dedicated to purposes meeting the requirements Section 527 of the Code, as may be amended from time to time. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to a not for profit organization being operated for purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an organization under Section 527 of the Code. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

Article IX. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Philip Guerra, which upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Article X. INCORPORATOR

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

Name

Philip Guerra

Address

2601 S. Bayshore Drive, Suite 1600

Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
28 day of January, 2004.

By: Philip Guerra
Philip Guerra, Incorporator

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SENIOR CLERK
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Concerned Citizens of Palm Beach, Inc.
2. The name and address of the registered agent and the registered office is:

Philip Guerra
Adorno & Yoss, P.A.
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the Registered Agent of Concerned Citizens of Palm Beach, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 28, 2004

Registered Agent

By:



Philip Guerra