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is
10/22/04

FLORIDA NON-PROFIT CORPORATION

THE KENNETH P. KIRCHMAN FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE KENNETH P. KIRCHMAN FOUNDATION, INC.**

ARTICLE I

Name

The name of this Corporation shall be The Kenneth P. Kirchman Foundation, Inc. (the "Corporation").

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be Suite 300, 1101 N. Lake Destiny Road Maitland, FL 32751.

ARTICLE III

Purpose

This is a not-for-profit corporation organized solely for general not-for-profit purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The general nature, object and purpose for which the Corporation is organized are to (i) acquire by gift and maintain certain ecologically significant undeveloped property as a nature preserve for environmental, charitable and educational purposes (the property shall remain undeveloped and shall be preserved in its natural state and the Corporation may make the property available for use by the public consistent in any manner consistent with the preservation of nature, environmental and educational purposes); (ii) the promotion of education and the performing arts, or (iii) such other charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for non-profit corporations, subject to the restrictions set forth in this Article.

ARTICLE IV

No Members

The Corporation shall have no members.

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ARTICLE V**BOARD OF DIRECTORS**

Section 1. Number of Directors. The Corporation shall have three (3) directors.

Section 2. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
Deanna Pitman Kirchman	Suite 300, 1101 N. Lake Destiny Road Maitland, FL 32751
Kenneth P. Kirchman	Suite 300, 1101 N. Lake Destiny Road Maitland, FL 32751
Nestor de Armas	Suite 300, 1101 N. Lake Destiny Road Maitland, FL 32751

ARTICLE VI**Officers**

The names of the persons who are to serve as officers of the Corporation until the first annual meeting of the Board of Directors are:

President, Secretary, Treasurer Kenneth P. Kirchman

The officers shall be elected at the annual meeting of the Board of Directors unless otherwise provided in the Bylaws.

ARTICLE VII**Registered Agent and Street Address**

The street address of the initial registered office of this Corporation shall be Suite 300, 1101 N. Lake Destiny Road, Maitland, FL 32751. The name of the initial registered agent of this Corporation at that address shall be Kenneth P. Kirchman.

ARTICLE VII**Incorporator**

The name and street address of the incorporator is:

Name**Street Address**

John S. Tenenholtz

Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P.A.
1401 Brickell Ave., Suite 825
Miami, Florida 33131

ARTICLE IX**Tax Exempt Status**

Section 1. Prohibition on Private Investment. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 purposes set forth in Article III hereof.

Section 2. Prohibition on Lobbying/Intervention in Political Campaigns. No substantial part of the activities of the Corporation shall be the carrying out 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 or in opposition to any candidate for public office.

Section 3. Other Prohibitions. 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, or the corresponding section of any future federal tax code.

ARTICLE X**Distribution of Assets Upon Dissolution**

Upon the dissolution of the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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, which are organized and operated exclusively for such purposes.

ARTICLE XI

Restrictions

Notwithstanding any other provisions of these Articles, (1) the purposes for which this Corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501(c)(3) of the Code, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, and (3) all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the Corporation will in any event or at any time inure to the benefit of, or be distributable to, any member, officer, director or trustee of the Corporation other than reasonable compensations or commissions paid in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

ARTICLE XII

Private Foundation Status

During such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Jeopardizing Investments. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. Taxable Expenditures. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII

Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his/her

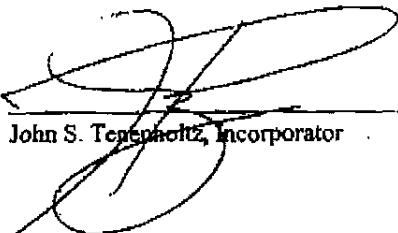
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hand and seal this 14th day of October, 2004 for the purposes of forming this Not For Profit Corporation under the laws of the State of Florida.



John S. Tenenholz, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That The Kenneth P. Kirchman Foundation, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Maitland, Florida has named Kenneth P. Kirchman located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment to act in this capacity, and agrees to comply with the provisions of said statute relative to keeping open said office, and further states it is familiar with Florida Statutes Section 617.0501.

By: Kenneth P. Kirchman
Kenneth P. Kirchman, Registered Agent

Dated this 14th day of October, 2004.

NOTARIAL PUBLIC
STATE OF FLORIDA
My Comm. Expires 11/1/05