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SECRETARY OF STATE
DIVISION OF CORPORATIONS

4-4-05

William Monahan
Suite 507
141 S.E. 3rd Avenue
Dania, Florida 33004

March 28, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Attention: New Filings Section

Dear Sir or Madam:

Enclosed for filing with the Department of State, Division of Corporations, are two copies of the Articles of Incorporation of Squad 343, Inc. I have also enclosed a check in the amount of \$78.75 which represents the filing fee.

Should you have any questions, please feel free to contact me at 954-929-0829.

Very truly yours,

William Monahan

Enclosures

ARTICLES OF INCORPORATION
OF
SQUAD 343, INC.
(A Florida Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this corporation shall be Squad 343, Inc., hereinafter called (the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the principal office of the Corporation is 141 S.E. 3rd Avenue, Suite 507, Dania, Florida 33004.

Article III
PURPOSE

The Corporation is a not for profit corporation formed under the Florida Not For Profit Corporation Act (the "Act").

The Corporation is organized, and shall be operated exclusively, for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively:

To provide meaningful and continuing tribute and a permanent memorial to the memory of those brave firefighters and police officers who lost their lives in the 9/11 tragedy and further, through fundraising efforts, to provide resources and support for children in distress and related efforts.

Article IV
MEMBERSHIP

The Corporation shall not have members.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 141 S.E. 3rd Avenue, Suite 507, Dania, Florida 33004 and the name of the Corporation's initial registered agent at that address is William Monahan, 141 S.E. 3rd Avenue, Suite 507, Dania, Florida 33004.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

William Monahan
141 S.E. 3rd Avenue
Suite 507
Dania, Florida 33004

Patrick Dillon
2632 Cleveland Street
Hollywood, Florida 33020

George Schumacher
2117 Hollywood Boulevard
Suite 323
Hollywood, Florida 33020

Article VII
INCORPORATOR

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

William Monahan
141 S.E. 3rd Avenue
Suite 507
Dania, Florida 33004


Article VIII
DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its status as an organization described in section 501(c)(3) of the Code or corresponding provisions of any subsequent United States tax law, as selected by the Board of Directors.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation described in section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States tax law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 28th day of March, 2005.



William Monahan, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, Squad 343, Inc., desiring to organize under the laws of the State of Florida, has named William Monahan, located at 141 S.E. 3rd Avenue, Suite 507, Dania, Florida 33004, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 28 day of March, 2005.



William Monahan

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TALLAHASSEE, FLORIDA