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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : SHUTTS & BOWEN LLP
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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

Worth Avenue Restoration Association, Inc.

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**ARTICLES OF INCORPORATION
OF
WORTH AVENUE RESTORATION ASSOCIATION, INC.**

A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing, corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is the WORTH AVENUE RESTORATION ASSOCIATION, INC. The street address of the initial principal office and the mailing address of the Corporation are Worth Avenue Restoration Association, Inc., c/o Shutts & Bowen-LLP, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

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ARTICLE II - PURPOSES

(a) This Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions for all business in the general area surrounding Worth Avenue in the town of Palm Beach, Florida within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) No part of the net income 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 actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth above.

(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, or corresponding provisions of any subsequent federal tax laws.

(d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations which are exempt from Federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this Corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that such action shall be calculated exclusively to carry out the objects and purposes for

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which the Corporation is formed, and all rights herein conferred or granted shall be subject to reservation.

ARTICLE III - POWERS

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this Corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under trust whose objects are related to the principal objects of the Corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) purchase, convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

ARTICLE IV - TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator is as follows:

R. Alan Higbee
100 South Ashley Drive, Suite 1500
Tampa, Florida 33602

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be carried on through its Board of Directors. The number of directors constituting the initial Board of Directors is eight (8), but the number of

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directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three (3). The initial and subsequent Board of Directors shall elect their successors. The manner of election or appointment of the directors shall be as set forth in the Bylaws.

ARTICLE VII - PRIVATE PROPERTY OF INDIVIDUALS

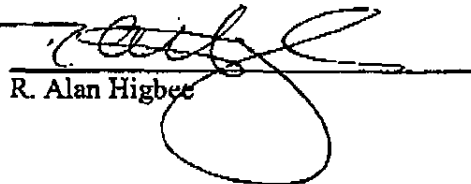
The private property of the incorporators, directors, and officers, shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The name of the Corporation's initial registered agent is Shutts & Bowen LLP and the street address of the Corporation's initial registered office is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, Attn: R. Alan Higbee, Esq.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 10th day of May, 2008.

"INCORPORATOR"


R. Alan Higbee

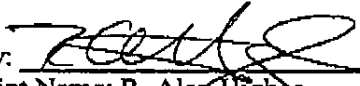
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ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 16th DAY OF MAY, 2008.

SHUTTS & BOWEN LLP

By: 
Print Name: R. Alan Higbee
Print Title: Authorized Representative

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