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**KIM MARIE ST. JAMES, P.A.**

♦ ATTORNEY AT LAW ♦

Kim Marie St. James

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May 17, 1995

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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05/23/95-01005-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

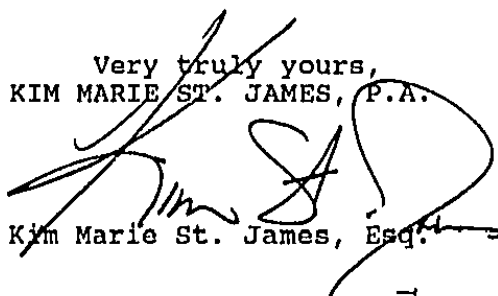
Re: The G.A.N.G., Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation including Acceptance by Registered Agent for the above-referenced corporation along with a check payable to your order in the amount of \$70.00 for the filing fee.

After the certificate has been issued, please return same to this office. If you have any questions, please contact me at the above telephone number.

Very truly yours,  
KIM MARIE ST. JAMES, P.A.

  
Kim Marie St. James, Esq.

KMS/raw  
Enclosures

FILED  
95 MAY 22 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
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95 MAY 22 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

THE G.A.N.G., INC.  
A Corporation Not For Profit

This is a not-for-profit corporation organized pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of the corporation is:

THE G.A.N.G., INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the corporation are:

1645 Palm Beach Lakes Boulevard, Suite 600  
West Palm Beach, Florida 33401

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future

United States Internal Revenue Law.

#### ARTICLE IV

##### POWERS

The Corporation shall have the powers vested in it pursuant to Chapter 617, Florida Statutes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

##### ELECTION OF DIRECTORS

The directors of the corporation shall be elected in the manner set forth in the Bylaws of the corporation.

#### ARTICLE VI

##### MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

#### ARTICLE VII

##### REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation are:

Kim Marie St. James, Esq.  
1645 Palm Beach Lakes Boulevard  
Suite 600  
West Palm Beach, Florida 33401

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner set forth in the Bylaws of the corporation.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of the corporation are:

Kim Marie St. James, Esq.  
1645 Palm Beach Lakes Boulevard  
Suite 600  
West Palm Beach, Florida 33401

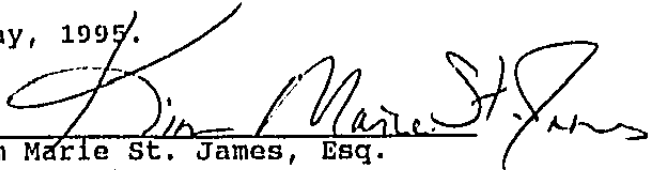
ARTICLE X

DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the

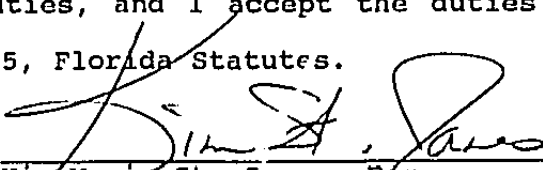
Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine, and any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, being the Incorporator of the corporation, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8<sup>th</sup> day of May, 1995.

  
Kim Marie St. James, Esq.  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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 the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.3265, Florida Statutes.

  
Kim Marie St. James, Esq.  
Registered Agent