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WHALEN & McHALE
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
400 AUSTRALIAN AVENUE SOUTH
SUITE 850
WEST PALM BEACH, FL 33401

TIMOTHY L. WHALEN, P.A.*
MICHAEL J. McHALE, P.A.

*BOARD CERTIFIED IN TAXATION

OF COUNSEL
JAMES S. ROBINSON

TELEPHONE
(407) 655-1200
TELECOPIER
(407) 655-2422

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June 6, 1995

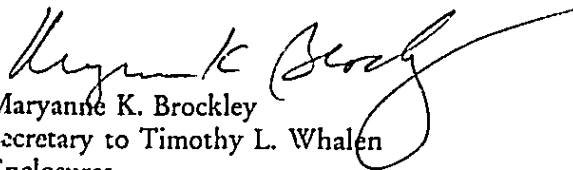
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of JUST SAY "YES" FOUNDATION, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,


Maryanne K. Brockley
Secretary to Timothy L. Whalen
Enclosures

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DMC 6/14/95

FILED
95 JUN -8 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of
JUST SAY "YES" FOUNDATION, INC.

a Florida Not For Profit Corporation

FILED

95 JUN -8 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

NAME

The name of the corporation is JUST SAY "YES" FOUNDATION, INC.

Article II

EXISTENCE

The corporation shall have perpetual existence, commencing as of the date hereof. The place of business of the Corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida, or such other place or places as the directors may establish.

Article III

PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to inform the

general public of the dangers of, and engage in activities aimed at the prevention of, narcotics, alcohol and other such substances.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Within One Hundred and Twenty (120) days of the effective date of these Articles, the Corporation shall file with the Internal Revenue Service an Application for Determination of Exempt Status to establish its nature as a Section 501(c)(3) organization.

Article IV

MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of

directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 301 Clematis Street, Suite 200, West Palm Beach, State of Florida. The name of its initial registered agent at such address is Timothy L. Whalen.

Article VI

MANAGEMENT

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation, but shall not be less than three.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on or before August 1, 1995 at the office of the Registered Agent, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 2:00pm on the 31st day of January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Jerry Robert Erickson	2024 Cove Lane Juno, Florida 33408
Robin Sue Erickson	2024 Cove Lane Juno, Florida 33408
Priscilla Soverel	2024 Cove Lane Juno, Florida 33408

Article VII

INCORPORATORS

The name and address of each incorporator are:

Name	Address
Timothy L. Whalen	301 Clematis Street Suite 201 West Palm Beach, FL 33401

Article VIII

OFFICERS

The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Jerry Robert Erickson President	2024 Cove Lane Juno, Florida 33408
Robin Sue Erickson Vice-President/Secretary	2024 Cove Lane Juno, Florida 33408
Priscilla Soverel Treasurer	2024 Cove Lane Juno, Florida 33408

Article IX

CERTAIN CORPORATE ACTIONS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

DEDICATION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

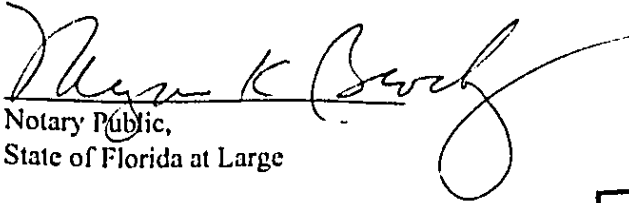
Article XI

DISSOLUTION

Upon the dissolution or winding up of this 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

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this June 6, 1995 by Timothy L. Whalen, who is personally known to me and who did not take an oath.



Notary Public,
State of Florida at Large

My Commission expires:

My Commission Number:



FILED

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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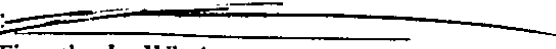
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That JUST SAY "YES" FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a professional corporation, with its registered office indicated in the Articles of Incorporation at the City of Lauderdale Lakes, Florida, hereby appoints TIMOTHY L. WHALEN, 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Timothy L. Whalen
Registered Agent

Dated: June 6, 1995