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June 13, 1995

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

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*****70.00 *****70.00

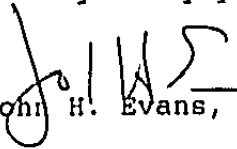
Re: Riverside Drive-Indian River Avenue Neighborhood
Association, Inc.; Our File No.: JHE-5349

Dear Sir or Madam:

Enclosed please find the original and one copy of the
Articles of Incorporation for the above-captioned corporation,
together with my check in the amount of \$70.00 to cover your
filing fees. Please stamp the copy of the Articles with the date
received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


John H. Evans, Esquire

JHE/cc
Enclosure: As stated

FILED
95 JUN 16 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

RIVERSIDE DRIVE - INDIAN RIVER AVENUE
NEIGHBORHOOD ASSOCIATION, INC.
ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation under Florida law.

1. NAME. The name of the corporation is RIVERSIDE DRIVE - INDIAN RIVER AVENUE NEIGHBORHOOD ASSOCIATION, INC.
2. TERM. This corporation shall exist perpetually.
3. PURPOSES. (a) The purpose for which this corporation is organized is to promote neighborhood improvement.

(b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, education, religious or scientific purposes.

4. MEMBERS. The qualifications for and manner of admission of members shall be regulated by the bylaws.

5. CORPORATION'S REGISTERED OFFICE AND PRINCIPAL OFFICE. The registered office and principal office for the corporation shall be the same. The initial registered and principal office shall be 1702 S. Washington Avenue, Titusville, Florida 32780 and the corporation's initial registered agent at that office shall be John H. Evans.

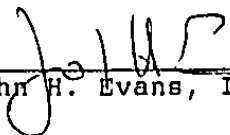
6. DIRECTORS. The corporation shall have six directors initially. The number of directors may be changed from time to time in the bylaws. The manner in which the directors of the corporation are elected shall be in accordance with the provisions of the bylaws for the corporation. The name of each person who is to serve as an initial director is:

Jim Ball
Woody Rice
Margaret Lusk
Ron Norris, Jr.
Sheldon Brown
Pedro Carmona

7. INCORPORATOR. The name and address of the incorporator is: John H. Evans, 1702 S. Washington Avenue, Titusville, Florida 32780.

8. BYLAWS. The bylaws of the corporation shall be adopted by the board of directors.

DATED on this 13th day of June, 1995

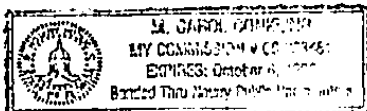


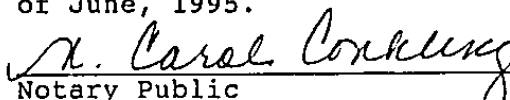
John H. Evans, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JOHN H. EVANS, to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same. He is personally known to me and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of June, 1995.





Notary Public
M. CAROL CONKLING
Print or Type Name
My Commission expires 10/6/96

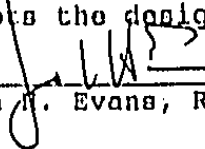
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CONSENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as registered agent for this
corporation at the office designated in the foregoing articles of
incorporation, the undersigned accepts the designation.



John W. Evans, Registered Agent