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LESSER & LESSER, P.A.
ATTORNEYS AT LAW
909 N. DIANE HIGHWAY
WEST PALM BEACH, FLORIDA 33401-3320
(407) 655-2020

JOE H. LESSER (1999-1002)
SHEPARD P. LESSER
GARY D. LESSER

May 30, 1995

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

RE: PROVIDENCIA PARK BUSINESS ASSOCIATION, INC.

200001529792
-06/27/95--01023--019
****122.50 ****122.50

Dear Sirs:

I am enclosing herewith the original and one copy of the proposed Articles of Incorporation for the above non-profit corporation.

I would appreciate if the Articles can be accepted and filed and that a certified copy be sent to me.

I am enclosing my check in the amount of \$208.75 to cover the \$35.00 charge to file the charter, the \$35.00 charge to designate Registered Agent, and the supplemental fee of \$138.75.

Thank you for your help in this matter.

Yours truly,

Shepard Lesser
Shepard Lesser

SL:dr

NANCY HENDRICKS JUN 23 1995

W95-11827
Per phone call;
Add manner of
election.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

SHEPARD LESSER
909 N. DIXIE HWY.
WEST PALM BEACH, FL 33401-3329

SUBJECT: PROVIDENCIA PARK BUSINESS ASSOCIATION, INC.
Ref. Number: W95000011827

We have received your document for PROVIDENCIA PARK BUSINESS ASSOCIATION, INC. and check(s) totaling \$208.75. However, your check(s) and document are being returned for the following:

We are returning your check for \$208.75 to be replaced by one in the correct amount of \$122.50.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 195A00028610

LESSER & LESSER, P.A.
ATTORNEYS AT LAW
909 N. DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33401-3329
(407) 835-2078

JOE H. LESSER (8899-1982)
SHEPARD P. LESSER
GARY B. LESSER

June 15, 1995

Ms. Nancy Hendricks, Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: PROVIDENCIA PARK - BUSINESS ASSOCIATION, INC.
YOUR REFERENCE NO: W95000011827

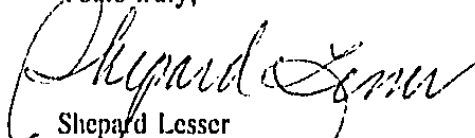
Dear Ms. Hendricks:

Pursuant to your letter of June 12, copy enclosed, I re-enclose the original and copy of the proposed Articles for the above corporation for filing and certification and return to me of the copy.

Based also on your letter, I am enclosing my check in the amount of \$122.50.

Thank you for your help in this matter.

Yours truly,


Shepard Lesser

SL/dr

FILED
95 JUL 25 11 12 AM
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
PROVIDENCIA PARK BUSINESS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
Name of Corporation

The name of this Corporation shall be PROVIDENCIA PARK BUSINESS ASSOCIATION, INC.

ARTICLE II
Purposes

The purpose for which this Corporation is organized is to provide social and economic betterment for the area of Providencia Park being defined as between Flagler and Railroad Avenue east and west and 7th Street and 15th Street north and south, each inclusive.

ARTICLE III
Prohibited Activities

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable, to its members, trustees, 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 Article II hereof.

ARTICLE IV
Membership, Qualification and Admission

The qualification of members, the manner of their admission and voting of members shall be as follows:

Section 1. Voting Members: Qualifications. Any person owning a business or realty in the aforesaid area including corporations shall be eligible for membership. All joint owners of real property shall be equally entitled to membership so long as they reside on or conduct business upon the realty. Non-residing or non-business conducting joint owners shall have one vote for the membership.

Section 2. Non-voting Members: Qualifications. Any natural person who is a resident occupant or tenant in the aforesaid area who does not qualify as a voting member.

Section 3. Election of Members. Election of members shall be by the Board of Directors, and upon the affirmative vote of at least a majority of the Board members present and voting, a person shall be entitled to membership in this Corporation.

Section 4. Voting Rights. Voting rights of members shall be in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI
Principal Office, Initial Registered Office and Agent

The street address of the principal office and initial registered office of this Corporation is 1000 N. Dixie, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at such address is WILLIAM PEARL.

ARTICLE VII
Board of Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified, in accordance with the Bylaws are:

WILLIAM PEARL	1000 N. Dixie West Palm Beach, Florida 33401
EDWARD CARRELLI	915 N. Dixie West Palm Beach, Florida 33401
SHERRY McCANDLESS	919 N. Dixie West Palm Beach, Florida 33401
OSVALDO PINO	5601 Park Circle East West Palm Beach, FL 33405

ARTICLE VIII
Amendment to Articles of Incorporation and Bylaws

These Articles of Incorporation and the Bylaws of the corporation may be amended by the Board of Directors adopting a resolution at any regular or special meeting of the Board of Directors setting forth the proposed amendment, which shall be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. After proper written notice for a meeting and written notice setting forth the proposed amendment is given to the members, at such meeting, the amendment shall be adopted upon receiving the affirmative vote of two-thirds of the votes of members present physically or by proxy, pursuant to the Bylaws of this corporation.

ARTICLE IX
Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE X
Incorporator

The name and address of the incorporator of this Corporation are:

WILLIAM PEARL 1000 N. Dixie
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation, this 26 day of May, 1995.


WILLIAM PEARL

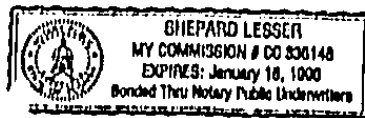
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26 day of
May, 1995, by WILLIAM PEARL.

Shepard Lesser
Notary Public

(NOTARY SEAL)

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED:

THAT PROVIDENCIA PARK BUSINESS ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 1000 N. DIXIE, WEST PALM BEACH, FLORIDA 33401, HAS NAMED WILLIAM PEARL, LOCATED AT 1000 N. DIXIE, WEST PALM BEACH, FLORIDA 33401, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.


WILLIAM PEARL
Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 26 day of May, 1995.



WILLIAM PEARL
Registered Agent