

TALLAHASSEE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

OSCAR RIVERO
2601 SO. BAYSHORE DRIVE
STE 1600
MIAMI, FL 33133

SUBJECT: IMPACT MIAMI, INC.
Ref. Number: W96000001693

We have received your document for IMPACT MIAMI, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00002881

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE

SUITE 1600

MIAMI, FLORIDA 33133

TELEPHONE (305) 850-8888

FACSIMILE
(305) 850-4777

January 26, 1996

The Honorable Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

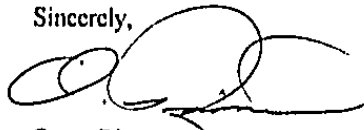
RE: Articles of Incorporation for Impact Miami, Inc.

Dear Secretary Mortham:

Enclosed please find a true and correct copy of the Articles of Incorporation of IMPACT MIAMI, INC., a Florida Not-for-Profit Corporation. Please file them in the appropriate records and issue the proper certification to transact business in the State of Florida.

Thank you for your prompt attention to this matter.

Sincerely,



Oscar Rivero

Enclosure

ARTICLES OF INCORPORATION
OF
IMPACT MIAMI, INC.

FILED
JAN 30 PM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES I - NAME

The name of this Corporation is IMPACT MIAMI, INC.

ARTICLES II - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Fla. Stat. (1987).

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

ARTICLE V. - MEMBERSHIP

Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

ARTICLE VI. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors composed of members who shall be elected by the Members. The number of Directors may be increased or decreased from time to time as the Board may determine, however, the number of Directors shall not be less than three.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors shall be as listed below:

<u>Names</u>	<u>Addresses</u>
Oscar Rivero	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133
Laurence Jay Michelson	333-05 Ives Dairy Road Miami, Florida 33179
Michelle Ashby Delancy	21720 S.W. 104th Court Apt. #205 Miami, Florida 33190
Rolando Tapanes	3907 Adra Avenue Miami, Florida 33178
Alexander Tirse	1837 S.W. 102nd Place Miami, Florida 33165
Clinton Forbes	20330-3 N.E. 3rd Court North Miami Beach, Florida 33179
Marlon Hill	686 N.E. 56th Street Miami, Florida 33137
Tim O'Connell	1654 N.E. 126th Street, #4 North Miami, Florida 33181
Marcia Monserrat	111 N.W. 1st Street, 6th Floor Miami, Florida 33128-1986
Alex Lastra	8265 S.W. 48th Street Miami, Florida 33155
Rudy Suarez	2601 S. Bayshore Drive Suite 1100 Miami, Florida 33133
Yanette Bravo	111 N.W. 1st Street Suite 1710 Miami, Florida 33128

Willy Lopez

5601 Collins Avenue
Apt. #1503
Miami, Florida

The successors shall be elected pursuant to the By-Laws.

ARTICLE VIII - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Trustee or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

ARTICLES IX. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Oscar Rivero

2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33131

ARTICLE X. - PRINCIPAL OFFICE

The Corporation's Principal Office is c/o Oscar Rivero, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133. The Mailing address shall be the same as the Principal Office.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

26 day of January, 1996.



Oscar Rivero, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation of Impact Miami, Inc. were acknowledged before me this 26 day of January, 1996 by Oscar Rivero, and he is known to me and did take an oath.



Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
LAURA MILLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC339984
MY COMMISSION EXP. DEC. 25, 1997

Notary's Printed Name

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

96 JAN 30 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Impact Miami, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.325, Florida Statutes.

Date: January , 1996



Oscar Rivero, Registered Agent

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2801 SOUTH BAYSHORE DRIVE
SUITE 1000

MIAMI, FLORIDA 33133

TELEPHONE (305) 371-0000

N96000000556

MIAMI
(305) 371-0000

February 21, 1996

The Honorable Sandra B. Mortlham
Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: IMPACT MIAMI, INC. - Doc. No. N96000000556

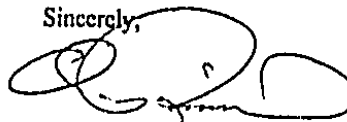
Dear Secretary Mortlham:

Please make the following address change to the above referenced corporation. The new mailing address is:

IMPACT MIAMI, INC.
P.O. Box 370156
Miami, Florida 33137

Thank you for your prompt attention to this matter.

Sincerely,



Oscar Rivero