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February 29, 1996

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

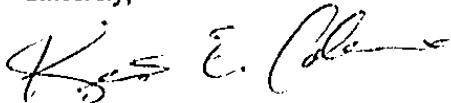
Re: Incorporation of M.A.D. D.A.D.S. of Greater Gainesville, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation of M.A.D. D.A.D.S. of Greater Gainesville, Inc., a Certificate of Designation of Resident Agent/Registered Office, and a check in the amount of Seventy Dollars (\$70.00) in payment for the filing of Articles of Incorporation and the Designation of Resident Agent.

The purpose of the enclosed documents and check is to establish a non-profit organization, M.A.D. D.A.D.S. of Greater Gainesville, Inc. If these documents, or the amount enclosed, is insufficient to establish the corporation, please do not hesitate to contact me.

Sincerely,



Kevin E. Coleman

KEC/asp
Enclosures
cc: Wayne Thomas
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
M.A.D. D.A.D.S. OF GREATER GAINESVILLE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is:

M.A.D. D. A. D. S. OF GREATER GAINESVILLE, INC.

ARTICLE II - PURPOSE

(1) To operate exclusively for religious, charitable, scientific, or educational purposes, and any other purpose described in Section 501(c)(3) of the Internal Revenue Code of 1986, by combating community deterioration and juvenile delinquency caused by the influence of illegal drugs and other illegal gang activities, through educating the public and helping youths susceptible to illegal gang-influences; provided, however, that no part of the corporation's income or principal shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

(2) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, trustee, officer of the corporation, or any affiliated organizations, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes) and no member, trustee, officer of the corporation, or any affiliated organizations or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

(3) No part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation on participating in or intervening (including publishing or distributing of statements) in any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(4) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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, which are organized and operated exclusively for such purposes.

ARTICLE III - POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any 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. The corporation shall have and possess all powers and rights conferred upon corporations by the Florida Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article II herein.

ARTICLE IV - QUALIFICATIONS OF MEMBERS

The authorized number of qualification of 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 set forth in the By-Laws.

ARTICLE V - TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI - SUBSCRIBERS

The name and residence of the subscriber to these articles is:

Zefnia Durham
907 S.E. 19th Terrace
Gainesville, FL 32601

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The corporation shall have six Directors initially. The number of Directors may be increased, or decreased, from time to time, by the by-laws.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4: The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
Zefnia Durham	907 S.E. 19th Terrace Gainesville, FL 32601
W. Wayne Thomas	4140 S.W. 15th Place Apartment A Gainesville, FL 32607
Steve Brown	3322 N.W. 39th Terrace Gainesville, FL 32601
James Thomas	6033 N.E. 27th Avenue Gainesville, FL 32609
Tony Jones	1324 S.E. 4th Avenue Gainesville, FL 32641
Earlie Thompson	1133 N.E. 5th Avenue Gainesville, FL 32601

ARTICLE VIII - BY LAWS

Subject to limitations contained in the Bylaws and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the Membership of the corporation, the Bylaws of this Corporation must be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by a procedure set forth in the Bylaws of the corporation.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Section 617.1002(1-3), Florida Statutes (1993) and as subsequently amended.

ARTICLE X - STREET ADDRESS

The street address of the corporation's initial registered office shall be:

907 S.E. 19th Terrace
Gainesville, FL 32601

and the name of its initial Registered Agent at such address shall be:

Zefnia Durham

ARTICLE XI - PRINCIPAL OFFICE - STREET ADDRESS

The street address of the corporation's initial principal office shall be:

1103 N.W. 5th Avenue
Gainesville, FL 32601

ARTICLE XII - INTERNAL REVENUE CODE REFERENCES

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue laws.)


ARTICLE XIII - OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such subordinate officers as may be appointed by the Board of Directors, who shall be chosen by the Board of Directors in such manner as may be provided from time to time in the Bylaws. Each such officer, insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise of performance of which has been assigned to subordinate officers.

ARTICLE - XIV - LIMITATION OF LIABILITY

The private property of Incorporators, directors, and officers of this corporation shall not be subject to the payment of corporation debts.

IN WITNESS WHEREOF, the subscriber has caused this instrument to be executed this 28 day of February, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



ZEFNIA DURHAM, Chairman

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of corporation is M.A.D. D.A.D.S of Greter Gainesville, Inc.
2. The name and address of the registered agent and office is Zefnia Durham, 907 SE. 19th Terrace, Gainesville, Florida 32601.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Zefnia Durham
Zefnia Durham

Dated: 2/28/97

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 28th day of February by Zefnia Durham, who is personally known to me OR X who has produced identification, and who did/did not take an oath.

Identification produced:

FLA# 0650-980-67104-0

Maria M. Hernandez
NOTARY PUBLIC

Printed Name:

Commission No.:

Commission Expires:

