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WILLIAM J. KANANACK
ATTORNEY AT LAW

SUITE 600
ONE HARBOR PLACE
1901 S HARBOR CITY BLVD
MELBOURNE, FL 32901

April 2, 1996

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

Re: ComeUNITY, Inc., A Florida Not For Profit Corporation

300001770619
-04/05/96--01033--008
*****70.00 *****70.00

To Whom It May Concern:

I have enclosed one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced not for profit corporation together with a check for seventy dollars (\$70.00) made payable to the Department of State.

Please file and return to the below address:

William J. Kananack
Attorney at Law
Suite 600
1901 S. Harbor City Blvd.
Melbourne, FL 32901

Thank you.

Sincerely,

William J. Kananack

William J. Kananack

CU/NFP/ART/LTR

ARTICLES OF INCORPORATION
OF
ComeUNITY, Inc.
A Florida Not For Profit Corporation

The undersigned Incorporators hereby associate themselves together to form a not for profit corporation pursuant to Chapter 617, Florida Statutes, and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is ComeUNITY, Inc.

ARTICLE II

Address

The initial principal office shall be at 803 North Fiske Boulevard, Cocoa, Florida 32922. The initial mailing address shall be P.O. Box 360884, Melbourne, Florida 32936-0884.

ARTICLE III

Purposes

The purposes for which this corporation is formed are exclusively educational and charitable and are centered in and on the African American community in Brevard County, Florida. The corporation will

1. Enhance both community development and the bridging of communities through the preparation of strategies, specific goals and programs;
2. Stimulate the educational opportunities and general awareness of the community;
3. Strengthen the individual, the family unit and the community by fostering the concepts of family and family values;

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4. Promote cultural tolerance, awareness and acceptance through understanding and diversity, and increase respect for all peoples, cultures and traditions;

5. Raise the educational, social and economic welfare of the community through training and the preparation, implementation and/or funding of programs;

6. Provide training and otherwise enhance employability skills, and generate or assist with the development of entrepreneurial and management opportunities;

7. Expand the opportunities available for adequate and appropriate housing;

8. Raise funds, establish programs and assist in any other manner to accomplish the above purposes and which are appropriate for corporations organized for educational and charitable purposes; and

9. Operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Duration

This corporation shall have perpetual existence.

ARTICLE V

Board of Directors

1. The business affairs of this corporation shall be managed by the Board of Directors. Initially, this corporation shall have six (6) directors. The number of directors may be changed from time to time as specified by the By-Laws, but the number of directors shall not be less than three (3). The manner in which the directors are selected shall be set forth in the By-Laws.

2. Each member of the Board of Directors shall meet all of the requirements for membership in the corporation.

3. The names and addresses of the individuals who will serve on the initial Board of Directors and who will hold office for the first year, or until the first annual meeting of the corporation are:

Earthy Spaulding	1696 Clover Circle Melbourne, FL 32935
Audrey Grayson	225 South Tropical Trail Merritt Island, FL 32952
Peter Phillips	1710 Flameview Place Valkaria, FL 32950
Lennox Francis	1830 Oak Drive South Rockledge, FL 32955
James Jackson	1100 Wedgewood Lane Titusville, FL 32780
Donald Barber	1770 Windover Oaks #44 Titusville, FL 32780

ARTICLE VI

Members

The Board of Directors may provide for membership in this corporation. Membership qualifications shall be stated in and governed by the By-Laws.

ARTICLE VII

Incorporators

The names and addresses of the Incorporators are:

Earthy Spaulding	1696 Clover Circle Melbourne, FL 32935
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Peter Phillips

1710 Flameview Place
Valkaria, FL 32950

ARTICLE VIII

Limitations

1. This corporation is organized exclusively for charitable and educational purposes.
2. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.
3. This corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits, or dividends to the directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the charitable and educational purposes of this corporation. The property, assets, profit and net income of this corporation are irrevocably dedicated to charitable or educational purposes no part of which shall inure to the benefit of any individual.
4. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
5. Upon winding up and dissolution of this corporation, the assets of this corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, to be used exclusively for charitable or educational purposes. Any

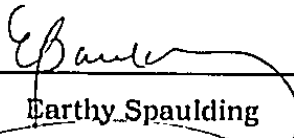
such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of Brevard County, or any other county in which the principal office of this corporation may then be located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the circuit in which the principal office of this corporation is located, upon petition by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX

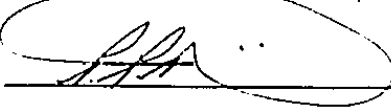
Amendment

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned subscribing Incorporators, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2nd day of April, 1996.



Earthy Spaulding



Peter Phillips

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 617.0501 of the 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.

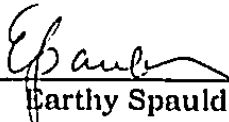
The name of the corporation is:

ComeUNITY, Inc., a Florida Not For Profit Corporation

The name and address of the initial registered agent is:

Earthy Spaulding
ComeUNITY, Inc., a Florida Not For Profit Corporation
803 North Fiske Boulevard
Cocoa, Florida 32922

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Earthy Spaulding

2 Apr 96

Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of ComeUNITY, Inc., at the initial registered office of this corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Earthy Spaulding

2 Apr 96

Date