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((H96000006933)) CORPORATION DOCUMENT TYPE: FLORIDA NON-PROFIT

NAME: TRUST FOR SAFE NEIGHBORHOOD PARKS, INC.
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
TRUST FOR SAFE NEIGHBORHOOD PARKS, INC.

ARTICLES I. - NAME

The name of this Corporation is Trust For Safe Neighborhood Parks, Inc. and its principal office and mailing address is Suite 1600, 2601 South Bayshore Drive, Miami, Florida 33133, Attention: Gregory St. John.

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 as a civic league for the promotion of civic and social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation will be an "action organization" as described in Section 1.501(c)(3)-1(c)(3) of the Treasury Regulations (the "Regulation") and may engage in all of the activities permitted in the Regulation for the purpose of supporting the passage of one or more referendums before the citizens and voters of Dade County, Florida which will provide funds or otherwise improve the parks and recreational facilities in Dade County, Florida.

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

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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 herein. The net earnings of the Corporation will be used exclusively for charitable, educational or recreational purposes which benefit the citizens of Dade County, Florida.

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 under Section 501(c)(4) of the Code, or (ii) by a corporation as defined in Section 617.0835, Florida Statutes, as amended. 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. 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.

ARTICLE V. - MEMBERSHIP

As provided in the Bylaws, the Board of Trustees will determine if and when the Corporation will have members. If membership should be so approved by the Board of Directors, 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 Trustees. Only members with an interest in the welfare of Dade County, Florida may be admitted under qualifications to be determined by the Board of Directors. The appointment of the initial Trustees shall be as set forth in the Bylaws of this Corporation.

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Admission to membership in the Corporation shall be by a majority vote of the Board of Trustees. 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 Trustees composed of members who shall be elected as provided in the Bylaws. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three.

ARTICLE VII. - INITIAL BOARD OF TRUSTEES

The initial Board of Trustees shall be appointed as provided in the Bylaws and in accordance with Florida Statutes.

ARTICLE VIII. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Board of Trustees. 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, such assets shall be distributed to an organization being operated for charitable purposes which are substantially similar to the purposes of the Corporation, as determined by the Board of Trustees in a plan of dissolution. Any such assets not so disposed shall

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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

Gregory St. John

2601 S. Bayside Drive
Suite 1600
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of May, 1996.

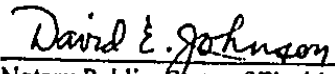


Gregory St. John, Incorporator

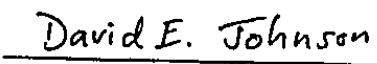
STATE OF FLORIDA

COUNTY OF DADE

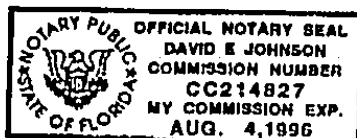
The foregoing Articles of Incorporation of Trust For Safe Neighborhood Parks, Inc. were acknowledged before me this 16th day of May, 1996, by Gregory St. John, and he is known to me and did take an oath.



Notary Public, State of Florida at Large
My Commission Expires:



Notary's Printed Name

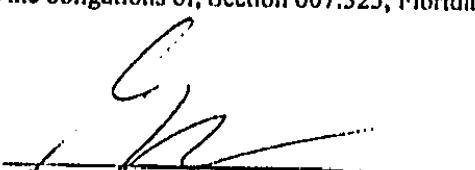


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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Trust For Safe Neighborhood Parks, 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: May 16, 1996.



Gregory St. John, Registered Agent

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