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Kenneth C. Bronchick, Esq.

2734 E. Oakland Park Blvd.

Suite 200

Oakland, FL 33306

(305) 566-8017

FBN. 434434

ARTICLES OF INCORPORATION OF

THE CITIES OF OAKLAND PARK/WILTON MANORS
CHAMBER OF COMMERCE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

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The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is THE CITIES OF OAKLAND PARK/WILTON MANORS CHAMBER OF COMMERCE, INC. The principal office location and mailing address is: 4861 N. Dixie Highway, Suite 200B, Oakland Park, Florida 33334.

Article II

The corporation shall have perpetual existence.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to be a local chamber of commerce to promote local business and act as governmental liaison.

Article IV

The corporation is organized upon a nonstock basis. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the 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 as

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regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is 2734 E. Oakland Park Boulevard, Suite 200, City of Ft. Lauderdale, Florida, County of Broward, State of Florida. The name of its initial registered agent at such address is Kenneth C. Bronchick, Esq.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by the duly adopted bylaws, or amendment thereto, of this corporation.

Directors elected by the incorporators at the organizational meeting, and at all times thereafter, shall serve for a term of up to three (3) years until the respective annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held, as set forth in the bylaws, at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required to be taken by the board of directors under any provision of law may be taken without a meeting, if a majority of the members of the board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same

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force and effect as if enacted at a regularly scheduled meeting of the board of directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article VII

The name and address of each incorporator are:

Ms. Susan Sachs
1624 N.E. 16 Avenue
Ft. Lauderdale, Florida 33305

Kenneth C. Bronchick, Esq.
2734 E. Oakland Park Blvd.
Suite 200
Ft. Lauderdale, Florida 33306

Article VIII

The board of directors shall elect officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, the directors shall be elected at the organizational meeting of the incorporators. Initially, such officers shall be elected at the organizational meeting of the board of directors. Until such election is held, the incorporators shall serve as corporate officers.

Article IX

Subject to the limitations contained in the bylaws and any limitation set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor

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in the bylaws.

Article XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of directors for their vote. Amendments may be adopted by a vote of at least two-thirds of directors of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on July 1, 1996.


SUSAN SACHS (SEAL)

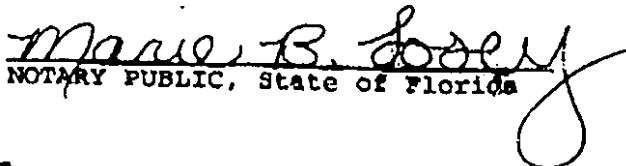

KENNETH C. BRONCHICK (SEAL)

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, SUSAN SACHS and KENNETH C. BRONCHICK, to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and they acknowledged, before me, that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 1st day of July, 1996.


NOTARY PUBLIC, State of Florida



MARIE B. LOEBY
COMMISSION # CC 468408
EXPIRES JUL 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 617.0501 of the Florida Statutes,
the following is submitted, in compliance with said Act:

That THE CITIES OF OAKLAND PARK/WILTON MANORS CHAMBER OF
COMMERCE, INC., a Florida not-for-profit corporation qualified to
do business under the laws of this State, with its principal office
at Broward County, Florida, has appointed KENNETH C. BRONCHICK,
P.A. as its agent to accept service of process within this State
at: 2734 E. Oakland Park Blvd., Suite 200, Fort Lauderdale,
Florida 33306.

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

BY:


Kenneth C. Bronchick
Registered Agent

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