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Bruce A. Koebe, P.A.

Attorney and Counsellor at Law

2477 N.E. Dixie Highway
Jensen Beach, Florida 34957-5959

407-334-4700 FAX: 407-334-6137

November ~~5~~ 15, 1996

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Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Indian Riverside Alliance, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of an Acknowledgement by Resident Agent, as well as my check payable to your order in the amount of $122.50.

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the corporate charter to me at your earliest convenience. In the event the proposed corporate name is not available or there are any other problems with the enclosed documents, please notify me of this fact at your earliest convenience, preferably by collect telephone call.

As always, your most helpful and courteous assistance is greatly appreciated.

Very truly yours,

Bruce A. Koebe

BAK/jmw
Enclosures
cc: John Whiticar
Dennis Clark
Doug Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INDIAN RIVERSIDE ALLIANCE, INC.

A CORPORATION NOT FOR PROFIT

The undersigned do hereby execute these Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

Article I
Name and Address

The name of this Corporation not for profit is INDIAN RIVERSIDE ALLIANCE, INC. and its principal office and mailing address is 254 N.E. Elm Terrace, Jensen Beach, Florida 34957.

Article II
Duration

The period of duration of this Corporation is perpetual unless dissolved according to the law.

Article III
Purpose

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

B. No part of the earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its exempt purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

C. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in applicable Treasury Regulations.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under sections 501(c)(3) of the Code.

E. Upon dissolution of the Corporation of the winding up of its affairs, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code.

Article IV
Members and Board of Directors

The qualifications for members and the manner in which the members are to be elected shall be as provided in the Bylaws. The manner in which the directors are to be elected shall be as provided in the Bylaws.

Article V
Liability

None of the directors or officers of this Corporation shall be personally liable for its debts, liabilities or obligations.

Article VI
Management of Corporate Affairs

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors initially composed of three (3) members who shall be those persons named in Article VII and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. 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
Board of Directors

The names and addresses of the initial Board of Directors are:

Name	Address
John Whiticar	4705 N.E. Palmetto Drive, Jensen Beach, FL 34957
Dennis Clark	3849 S.E. Quanset Terrace, Stuart, FL 34997

Doug Smith | 254 N.E. Elm Terrace
Jensen Beach, FL 34957

Article VIII
Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees, agents and such other persons as designated by a majority of the directors, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against such person or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity during such relationship with this Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any other law, Bylaws, agreement, vote of disinterested directors or otherwise. This indemnification shall continue as to a person who has ceased to be a director, officer employee or agent, and shall inure to the benefit of the heirs, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification of those indemnified.

Article IX
Amendments

These Articles of Incorporation may be amended, altered or rescinded, as provided in the Florida Not For Profit Corporation Act, by a vote of at least two-thirds of the Directors entitled to vote.

Article X
Registered Office and Agent

The registered office of this Corporation shall be 2477 N.E. Dixie Highway, Jensen Beach, Florida 34957, and the registered agent of this Corporation at such office shall be Bruce A. Koebe.

Article XI
Incorporators

The name and street address of the persons signing these Articles of Incorporation as Incorporators are:

Name	Address
John Whiticar	4705 N.E. Palmetto Drive, Jensen Beach, FL 34957

Dennis Clark — 3849 S.E. Quanset Terrace, Stuart, FL 34997

Doug Smith — 254 N.E. Elm Terrace, Jensen Beach, FL 34957

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 9th day of November, 1996.

_______________(SEAL)
JOHN WHITICAR

_______________(SEAL)
DENNIS CLARK

_______________(SEAL)
DOUG SMITH

STATE OF FLORIDA)
)..ss..
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared John Whiticar, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of November, 1996 at Stuart, Martin County, Florida.

____
Notary Public
State of Florida
Commission No.:

My Commission Expires:

DANIELLE A. PRICE
MY COMMISSION EXPIRES
SEPTEMBER 26, 2000
#CC 584188
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA)
) ..ss..
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Dennis Clark, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9TH day of November, 1996 at Stuart, Martin County, Florida.

Danielle A Price

Notary Public
State of Florida
Commission No.:

My Commission Expires:

DANIELLE A. PRICE
MY COMMISSION EXPIRES
SEPTEMBER 26, 2000
#CC 584188
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA)
) ..ss..
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Doug Smith, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9TH day of November, 1996 at Stuart, Martin County, Florida.

Danielle A Price

Notary Public
State of Florida
Commission No.:

My Commission Expires:

DANIELLE A. PRICE
MY COMMISSION EXPIRES
SEPTEMBER 26, 2000
#CC 584188
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

ACKNOWLEDGEMENT BY RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, Bruce A. Koebe hereby represents that he is familiar with, and accepts, the obligations of that position.

Dated this 15th day of November, 1996

BRUCE A. KOEBE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA