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Mr. Charles E. Blakely
14901 Filmore Street
Miami, Florida 33176

November 25, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Dear Sir or Madame :

Enclosed are a copy of the Articles of Incorporation for the Retirees of Richmond Heights Incorporated and a check for 122.50. The items are submitted to request recognition of our organization as a not-for profit corporation under Section 617 of the Florida Statutes. If you have any further questions or require additional information please contact Mr. Charles McKinnon at (305) 381-7967 as he is preparing all of our documentation. Thank you

Sincerely,

CHARLES E. BLAKELY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Retirees of Richmond Heights, Incorporated.**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporations Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation.

Article I

The name of the corporation is the Retirees of Richmond Heights Incorporated.

Article II

The corporation shall have perpetual duration.

Article III

The Retirees of Richmond Heights, Incorporated is organized exclusively for charitable, educational or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.

No part of the net earning of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future Federal tax code.)

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

ARTICLE IV

The street address of the initial registered office of the corporation is 14640 Olivia Edwards Boulevard Miami, Florida 33176. The name of its initial registered agent at that address is Charles Gray.

ARTICLE V

The principal office of the corporation is 14640 Olivia Edward Boulevard Miami, Florida 33176

ARTICLE VI

The initial mailing address of the corporation is 14640 Olivia Edwards Boulevard Miami, Florida 33176.

ARTICLE VII

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 number not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The names and residential addresses of the persons who are to serve as the initial directors are:

Charles Gray	14000 Monroe Street Miami, Florida 33176
Charles E. Blakely	14901 Filmore Street Miami, Florida 33176
Raymond Holloway	14201 Jackson Street Miami, Florida 33176

ARTICLE VIII

The name and address of each incorporator are:

Charles Gray	14000 Monroe Street Miami, Florida 33176
Charles E. Blakely	14901 Filmore Street Miami, Florida 33176
Raymond Holloway	14201 Jackson Street Miami, Florida 33176

ARTICLE IX

The board of directors shall elect the following officers: president, vice-president,, treasurer and secretary and any other officers which the bylaws of this corporation authorize the directors to elect.

ARTICLE X

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the board members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of board members 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 15 Sept., 1997.

Charles Gray Charles H. Gray

Charles E. Blakely Charles^E Blakely

Raymond Holloway Raymond Holloway

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DIVISION OF CORPORATIONS

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STATE OF FLORIDA]

SS:

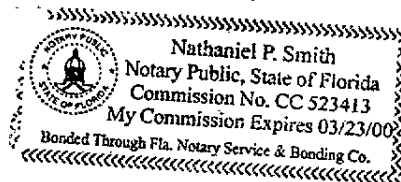
COUNTY OF DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Charles H. Gray who is either personally known to me or who produced a valid Florida drivers license and who is to me known to be the person described in and who executed the foregoing instrument on behalf of the incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of Sept., 1997.

NOTARY PUBLIC STATE OF FLORIDA

(Type, Print, or Stamp name)



(Serial Number, if any)

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I, Charles H. Gray hereby accept my appointment as registered agent for Retirees of Richmond Heights a Florida not-for-profit corporation.

Charles H. Gray
signature

Charles H. Gray
Printed Name

9-15-97
Date