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Transmittal Letter

December 20th, 1997

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

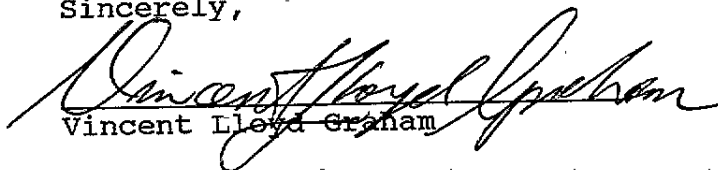
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Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,


Vincent Lloyd Graham

Enclosures

Vincent Lloyd Graham
3601 SW 2nd Street
Fort Lauderdale, FL 33312

CB
12-30-97

ARTICLES OF INCORPORATION
OF
Samuel Graham Memorial Fund Inc

FILED
97 DEC 24 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is Samuel Graham Memorial Fund Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 3601 S.W. 2nd Street, Fort Lauderdale, FL 33312, and the name of the initial registered agent at such address is Vincent Lloyd Graham.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Vincent Lloyd Graham
3601 S.W. 2nd Street
Fort Lauderdale, FL 33312

Jacqueline Graham
3601 S.W. 2nd Street
Fort Lauderdale, FL 33312

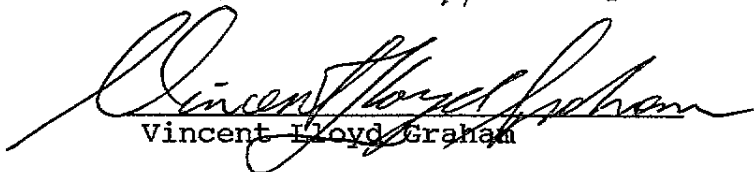
Sheila Amritt
3601 S.W. 2nd Street
Fort Lauderdale, FL 33312

ARTICLE IX

The name and address of the initial incorporator is as follows:

Vincent Lloyd Graham
3601 SW 2nd Street
Fort Lauderdale, FL 33312


IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 601 W. Oakland Park Blvd., Fort Lauderdale, Florida, Broward County, on this 19th day of December, 1997.



Vincent Lloyd Graham

STATE OF Florida
COUNTY OF Broward

19th The foregoing instrument was acknowledged before me this day of December, 1997.

(SEAL)


Notary Public
State of _____
My Commission Expires: _____

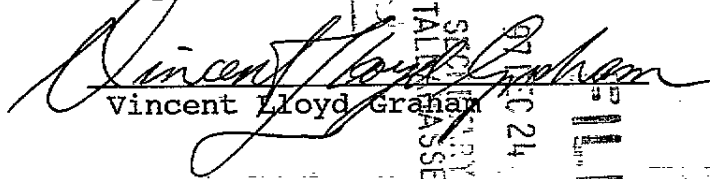
 JORGE PENAFIEL
COMMISSION # CC 544754
EXPIRES APR 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE
FLORIDA

The following is submitted in compliance with law. Samuel Graham Memorial Fund Inc, a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 3601 S.W. 2nd Street, hereby designates Vincent Lloyd Graham, as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

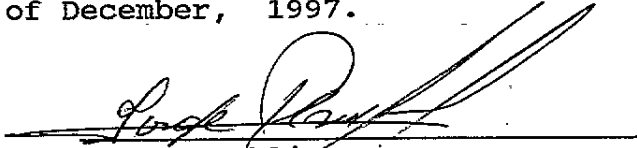

Vincent Lloyd Graham

STATE OF Florida
COUNTY OF Broward

BEFORE ME, the undersigned authority, this day personally appeared Vincent Lloyd Graham, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of December, 1997.

(SEAL)



Notary Public
State of _____
My Commission Expires: _____



JORGE PENAFIEL
COMMISSION # CC 544754
EXPIRES APR 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.