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BEFELER, STARKMAN & MAGOLNICK, P.A.

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NationsBankTower 100 Southeast 2nd Street, 37th Floor Miami, Florida 33131

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Telephone (305) 379-8300 Facsimile (305) 379-4404

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GEORGE BEFELER

VIA FEDERAL EXPRESS

February 13, 1998

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: KEEP DADE COUNTY CLEAN, INC.

Dear Sir or Madam:

We are enclosing the original, executed Articles of Incorporation, and a copy of same, in connection with the above-captioned not for profit corporation. We have also enclosed a check made payable to the Florida Department of State in the amount of \$122.50 which should cover the filing fee and the cost of a certified copy. Please forward the certified copy to this office in the enclosed, self addressed stamped envelope.

Thank you very much for your assistance in this matter, and please do not hesitate to contact the undersigned if you have any questions.

Very truly yours,

*TARKMAN & MAGOLNICK, P.A.

Enclosures

P. Hall FEB 1 7 1998

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE KEEP DADE COUNTY CLEAN, INC.,

A Florida Not For Profit Corporation

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A NOT FOR PROFIT CORPORATION UNDER THE FLORIDA NOT FOR PROFIT CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be Keep Dade County Clean, Inc. (hereinafter called the "Corporation").

ARTICLE II

CORPORATE ADDRESS

The principal office of the Corporation shall be located initially at 100 Southeast 2nd Street, Suite 3700, Miami, Florida 33131, or at any other place as the Board of Trustees of the Corporation may choose.

ARTICLE III

CORPORATE PURPOSES

This Corporation is a not for profit corporation, organized for the purposes of:

- Developing and encouraging community beautification programs; and
 - 2. Performing all acts and doing all things deemed necessary

or desirable to further such purposes, so far as is or may be permitted by the laws of the State of Florida.

ARTICLE IV

CORPORATE DURATION

The Corporation shall have perpetual existence.

ARTICLE V

POWERS

The Corporation, by and through its officers and trustees shall have the following powers:

- a. In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require and not for pecuniary profit.
- b. To have all corporate powers enumerated in Chapter 617, Florida Statutes, which are specifically incorporated in these Articles of Incorporation by reference, without limitation thereupon.
- c. To have one or more offices, conduct its business and promote its objects within the State of Florida, without restriction as to place or amount.
- d. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or

incidental to the protection and benefit of the Corporation as principal, agent, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation; provided, however, that in no event shall the Corporation be empowered to take any action prohibited to not for profit corporations by Florida law or which would cause the Corporation to be treated as a for profit corporation pursuant to the United States Internal Revenue Code of 1986.

ARTICLE VI

MEMBERSHIP

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws of the Corporation, shall be eligible for membership.

ARTICLE VII

INITIAL REGISTERED AGENT

The address of the Corporation's initial registered office is 100 Southeast 2nd Street, Suite 3700, Miami, Florida 33131 and the name and address of the Corporation's initial registered agent are:

Miguel Diaz de la Portilla 100 Southeast 2nd Street Suite 3700 Miami, Florida 33131.

ARTICLE VIII

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees consisting of no less than three (3) trustees. The number of trustees may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The method of the election of the trustees of the Corporation shall be as set forth in the Bylaws of the Corporation, as amended from time to time. The names and addresses of the persons who shall serve as the initial trustees of the Corporation are as follows:

Miguel Diaz de la Portilla 100 Southeast 2nd Street Suite 3700 Miami, Florida 33131

Freddy Pacheco 3350 Pembroke Road Hollywood, Florida 33021

Gabriel Navarro 5959 Northwest 37th Avenue Miami, Florida 33142.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Miguel Diaz de la Portilla 100 Southeast 2nd Street Suite 3700 Miami, Florida 33131.

ARTICLE X

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII

MISCELLANEOUS

The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as part of these Articles of Incorporation:

a. It shall be a condition precedent to holding an office in the Corporation that each officer shall be a member of the

Corporation.

b. The members of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at a properly announced meeting of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 11th day of February, 1998.

MIGUEL DIAZ DE LA PORTILLA, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

MIGUEL DIAZ DE LA PORTILLA, Initial Registered Agent

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day of February, 1998, by MIGUEL DIAZ DE LA PORTILLA, who did take an oath and who is personally known to me.

FLORIDA AT LARGE

My commission expires:

