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SALEEBY RANSIER, P.A.
359 SOUTH COUNTY ROAD
PALM BEACH, FLORIDA 33480-4494

RICHARD E. SALEEBY
RONALD RANSIER (Ret.)
T. GRAF BUCKENMAIER, JR.

TELEPHONE (561) 655-5766

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PLEASE REPLY TO:

June 30, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Poets of the Palm Beaches, Inc.

100002579171--5
-07/02/98--01062--004
****122.50 ****122.50

Dear Sir:

Enclosed please find a check in the amount of \$122.50 and the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (561) 655-5766.

Thank you for your courtesy and cooperation in this matter.

Most Sincerely,

Richard E. Saleeby
Richard E. Saleeby

RES/bd
Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
FOR**

Poets of the Palm Beaches, Inc.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be:

Poets of the Palm Beaches, Inc.

ARTICLE II — Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

1451 East Libby Drive
West Palm Beach, Florida 33406

P.O. Box 1434
Lake Worth, Florida 33460-1434

ARTICLE III — Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

Said 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 the corresponding section of any future federal tax code.

ARTICLE IV — Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

As stated in the By-Laws.

ARTICLE V — Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in Article III hereof. 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 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 the 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 the corresponding section of any future federal tax code.

B. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

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STATE
SECRETARY OF CORPORATIONS
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ARTICLE VI — Initial registered agent and street address

The name and the street address of the initial registered agent is:

Patricia Whiting
1451 East Libby Drive
West Palm Beach, Florida 33406

ARTICLE VII - Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are):

1. Patricia Whiting
1451 East Libby Drive
West Palm Beach, Florida 33406
2. Charles Scheitler
237 Edgewood Drive
West Palm Beach, Florida 33405
3. Marjorie Wolfson
1000 North U.S. Highway 1, #737
Jupiter, Florida 33477

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 30th day of June, 1998.

Signature(s) of Incorporator(s)

Patricia Whiting
Patricia Whiting
Charles Scheitler
Charles Scheitler
Marjorie Wolfson
Marjorie Wolfson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Poets of the Palm Beaches, Inc.

2. The name and address of the registered agent and office is:

Patricia Whiting
1451 East Libby Drive
West Palm Beach, Florida 33406

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Patricia Whiting
Patricia Whiting

Date

6/30/98

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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