

N98000005307

BROWNING, SIRECI, GULLER & KLITENICK, P.A.

ATTORNEYS AT LAW
402 APPELROUTH LANE
KEY WEST, FLORIDA 33040
TELEPHONE: 305.293.8888
FACSIMILE: 305.294.1144
E-MAIL: info@bsgk.com
WEBSITE: www.bsgk.com

MICHAEL L. BROWNING
THOMAS J. SIRECI, JR.
CHARLENE GULLER BROWNING*
RICHARD M. KLITENICK
SHAWN D. SMITH

Of Counsel

HAROLD E. WOLFE, JR., P.A.†
FLORIDA BAR BOARD CERTIFIED ESTATE
PLANNING AND PROBATE ATTORNEY
AND TAX ATTORNEY
RICE & ROBINSON, P.A.
BANKRUPTCY/CREDITOR'S RIGHTS

*ALSO ADMITTED IN MASSACHUSETTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

January 13, 1999

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

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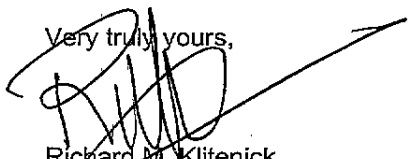
**RE: 3714 Flagler Avenue, Inc.
Document No. N98000005307**

Dear Sirs:

Enclosed please find the Amended Articles of Incorporation for the above-mentioned corporation, and also check No. 3026 in the amount of \$35.00 for filing fees.

Please record the Amended Articles as soon as possible. Should you require further information, please contact me at your convenience.

Very truly yours,


Richard M. Klitenick
RMK/ad
Enclosures as stated

cc: Client
Michael L. Browning

Angie/Fkor/3714 Flagler Avenue/011399 Dept.of State ltr2.doc

FILED
99 FEB 24 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND


BROWNING, SIRECI, GULLER & KLITENICK, P.A.

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†ALSO ADMITTED IN ALABAMA & GEORGIA

February 22, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Karen Gibson, Corporate Specialist

**RE: 3714 Flagler Avenue, Inc.
Document No. N98000005307**

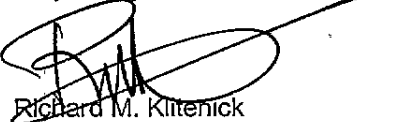
Dear Sirs:

We refer to your letter dated January 25, 1999, a copy of which is enclosed herewith for your ease of reference.

Pursuant to your request, enclosed please find a corrected version the Amended Articles of Incorporation for the above-mentioned corporation.

Please record the Amended Articles as soon as possible. Should you require further information, please contact me at your convenience.

Very truly yours,



Richard M. Klitenick
RMK/ad
Enclosures as stated

cc: Client
Michael L. Browning



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 1999

RICHARD M. KLITENICK, ATTY.
BROWNING, SIREDI, GULLER & KLITENICK, PA
402 APPLEROUTH LANE
KEY WEST, FL 33040

SUBJECT: 3714 FLAGLER AVENUE, INC.
Ref. Number: N98000005307

We have received your document for 3714 FLAGLER AVENUE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 299A00003108

**AMENDED
ARTICLES OF INCORPORATION
OF
3714 FLAGLER AVENUE, INC.**

FILED
99 FEB 24 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **3714 Flagler Avenue, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **3714 Flagler Avenue, Key West, FL 33040.**

ARTICLE III: PURPOSE

The specific nature of business for this 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, specifically to provide shelter for the homeless.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Richard M. Klitenick, Esq., Browning, Sireci, Guller & Klitenick, P.A., 402 Appelrouth Lane, Key West, Florida 33040.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate by laws. The name and address of each person who is to serve as a member of the initial Board of Directors is **Bernard Brown, P.O. Box 2181, Key West, FL 33045, Jane Muir-Isherwood, 1207 16th Terrace, Key West, FL 3040 and Robert Neece, 1164 Wicker Dr., Colonial Hights, VA 23834.**

ARTICLE VI: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of organization 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 IX: INCORPORATOR

The name and address of the original incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

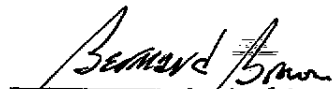
The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments(s) thereto.

ARTICLE XI: CORPORATE POWERS


The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

These Amended Articles of Incorporation were approved at a meeting of members duly held on January 12, 1999, wherein 100% of the members authorized to vote approved the revisions to the original Articles as set forth within these Amended Articles of Incorporation.

ATTEST



Bernard Brown
President



Jane Muir-Isherwood
Secretary