39 0 N Requestor's Name 0 Address N 2000021⁵⁵262--1 -05/05/97--01023--008 ****122.50 ****122.50 City ZIP Phane CORPORATION(S) NAME **Innpire** Toll Free: 1-800-432-3028 Profit) NonProfit) Amendment () Merger) Dissolution () Mark) Foreign) Other) Annual Report) Limited Partnership) Change of Registered Ment) Reservation) Reinstatement () Certificate Under Seal Certified Copy) Photo Copies () After 4:30 () Call When Ready) Call If Problem Walk In () Will Walt J Pick Up () Mall Out Availability Document Examiner Updater CERTIFIED COPY Varifier

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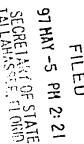
ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Community Empowerment Corporation



ARTICLE II PRINCIPAL OFFICE

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

305 South Andrews Avenue, Suite 600 Fort Lauderdale, Florida 33301

ARTICLE III PURPOSE

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Cynthia B. Robinson 305 South Andrews Avenue, Suite 600 Fort Lauderdale, Florida 33301

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Cynthia B. Robinson 305 South Andrews Avenue, Suite 600 Fort Lauderdale, Florida 33301

ARTICLE VII PREEMPTIVE RIGHTS

This corporation shall have preemptive rights for all shareholders.

ARTICLE VIII PREFERENCES AND LIMITATIONS ON STOCK

In the event that any stockholder with a 10% or greater interest shall seek to sell, bequeath, transfer or otherwise dispose of his or her stockholdings in Community Empowerment Corporation, the remaining stockholders shall have first right of refusal for the purchase of said stock at its par value.

Notary Public, in and for the County of ______, State of Florida. My commission expires ______, 19____.

Before me, on 2, 1997, personally appeared Cynthia B. Robinson, who is known to me to be the person who subscribed her name to this document, and

County of Broward)

acknowledged that she did so for the purposes stated.

97 HAY -5 PH 2: 21
SECRETARY OF STATE