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FILED
00 APR -3 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 30, 2000

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

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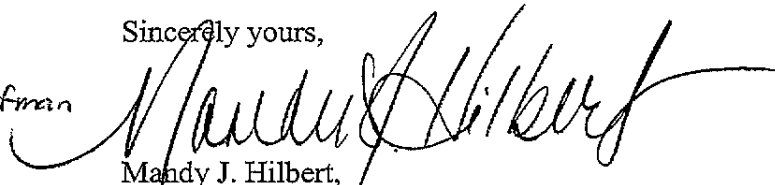
Re: FWB Bonsai Society, Inc.

To whom it may concern:

Enclosed you will find the original Articles of Incorporation for FWB Bonsai Society, Inc., to be filed with your office along with a check in the amount of \$ 78.75, for Filing Fees, Designation of Registered Agent and Certificate of Incorporation. Once filed please return the certified copy to this office at the address above. If you have any questions, feel free to contact me.

Mandy Hilbert GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. 5 complete address for
DATE 4/6 Mike Kaufman
EXAM Set

Sincerely yours,



Mandy J. Hilbert,
Legal Assistant for H. Bart Fleet

/mjh
Enclosures
cc: John Yagley

4/6
Informed client by letter
I added the word Drive
and the zip code to the
corp. address. I also added the
zip code to Art. 9+10.

S. Thompson APR 06 2000

ARTICLES OF INCORPORATION
OF
FWB BONSAI SOCIETY, INC.
[Nonstock 501(c)(3)/170(c)(2) Corporation]

FILED
00 APR -3 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be FWB BONSAI SOCIETY, INC., and its location shall be 28 Oregon Drive, NE, City of Ft. Walton Beach, County of Okaloosa, State of Florida 32548.

ARTICLE TWO
PURPOSE

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THREE
PROHIBITED ACTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 TWO. No substantial part of the activities of the corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR

STOCK

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (5) and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
Robert McConnell	P.O. Box 374 Holt, FL 32564-0374
Mike Kaufman	367 Oakland Circle Ft. Walton Beach, FL 32548

John A. Yagley, II

28 Oregon Drive, NE
Ft. Walton Beach, FL 32548

Ed Lippincott

2817 Jack Nicholas Way
Shalimar, FL 32579

Lee Vanderpool

902 Middle Drive
Ft. Walton Beach, FL 32547

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE SIX

GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

ARTICLE SEVEN

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3)

of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

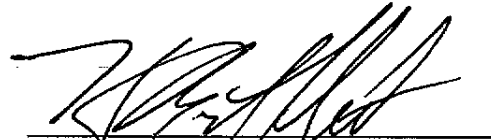
ARTICLE NINE
INCORPORATOR

The incorporator is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, County of Okaloosa, State of Florida. 32579.

ARTICLE TEN
REGISTERED AGENT

The registered agent is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, State of Florida 32579.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on 30 day of March, 2000.


H. Bart Fleet, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H. BART FLEET, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

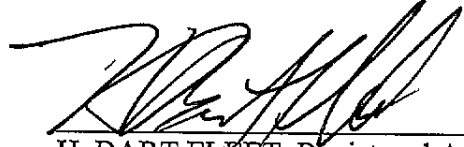

Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 30 day of March, 2000.



H. BART FLEET, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA