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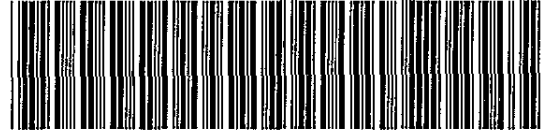
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STATE OF FLORIDA

Articles of Incorporation of
Florida Small Business Development
Foundation, Inc.

(A Florida Not-for-profit Corporation)

Prepared by:
Todd Kocourek, Attorney at Law
P.O. Box 3328
Tallahassee, Florida 32315
850/222-5198

ARTICLES OF INCORPORATION
OF
**Florida Small Business Development
Foundation, Inc.**

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The undersigned, a citizen of the United States, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1): NAME

The name of the corporation is Florida Small Business Development Foundation, Inc.

ARTICLE 2): PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 401 East Chase Street, Suite 100, Pensacola, Florida 32501.

ARTICLE 3): DURATION

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE 4): PURPOSES

The corporation is organized for the following specific purpose(s) not for pecuniary profit:

Furthering the small business assistance mission of the Florida Small Business Development Center Network through the support of conferences, communication, education, counseling and other activities consistent with that mission.

Contributing to the recognition of the Florida Small Business Development Center Network as the most significant economic development initiative dedicated to the growth and development of Florida Small Businesses.

The 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.

The exercise of all activities in pursuit of the purposes of the corporation shall be limited to activities permitted under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE 5): NOT FOR PROFIT

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 these articles.

ARTICLE 6): LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Chapter 617, Florida Statutes, limited as follows:

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.

ARTICLE 7): MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be specified in the bylaws of the corporation.

ARTICLE 8): DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the complete or partial liquidation or 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.

ARTICLE 9): REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent of the corporation are:

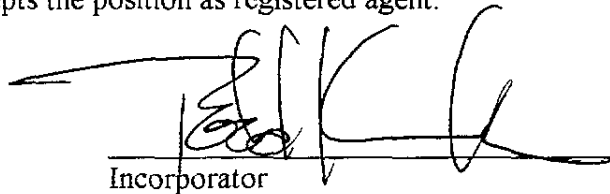
Todd G. Kocourek
1351 N. Gadsden Street
Tallahassee, FL 32303

ARTICLE 10): INCORPORATOR

The name and address of the incorporator are:

Todd G. Kocourek
1351 N. Gadsden Street
Tallahassee, FL 32303

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on and accepts the position as registered agent.


Incorporator

Prepared by:
Todd Kocourek, Attorney at Law
P.O. Box 3328
Tallahassee, Florida 32315
850/222-5198

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

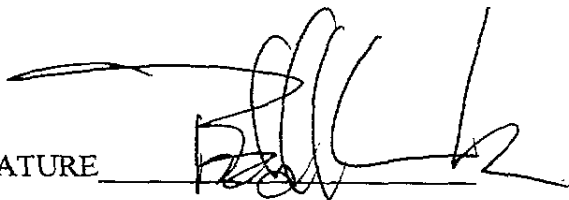
Florida Small Business Development Foundation, Inc.

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

Todd G. Kocourek
1351 North Gadsden Street
Tallahassee, FL 32303

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 _____



DATE _____

9/8/03

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