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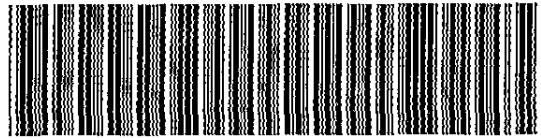
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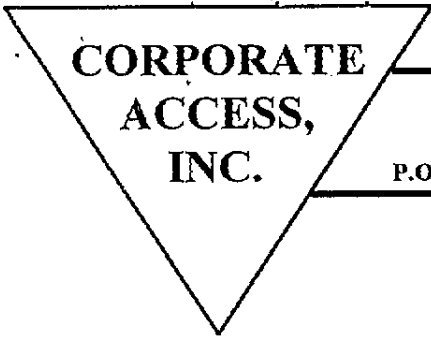
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DIVISION OF CORPORATION

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1.) Main Street Zephyrhills Promotions, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 13, 2003

CORPORATE ACCESS, INC.

SUBJECT: MAIN STREET ZEPHYRHILLS PROMOTIONS, INC.
Ref. Number: W03000033730

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TALLAHASSEE, FLORIDA

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We have received your document for MAIN STREET ZEPHYRHILLS PROMOTIONS, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

An effective date **may** be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of 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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 703A00061793

Corrected.

ARTICLES OF INCORPORATION
OF
MAIN STREET ZEPHYRHILLS PROMOTIONS, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of Florida, as contained in Chapter 617 of the Laws of Florida, entitled "Corporations Not For Profit," and the several amendments thereto, and to that end do hereby set forth:

I. NAME

The name of the corporation is "MAIN STREET ZEPHYRHILLS PROMOTIONS, INC." and is to be located in Zephyrhills, Pasco County, Florida, with its principal business address being at 5224 Seventh Street, Zephyrhills, Florida 33542, and at such other place or places as the officers of said corporation shall designate.

II. DURATION

The duration of the corporation is perpetual, but if the corporation shall dissolve, its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)-3 and 170(c)(2) of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code), or to the federal, state or local government for public purposes only.

III. PURPOSES

The purposes for which the corporation is organized shall be limited exclusively to charitable, scientific and educational purposes and, subject to this limitation, are:

1. To receive and maintain a fund or funds of real or personal property and, subject to these Articles of Incorporation, to use and apply the whole or any part of the income therefrom or the principal thereof to counter economic and social deterioration in, and to sponsor the revitalization of the central business district area of Zephyrhills, Florida.

2. To improve the availability of basic retail goods and services for those persons who either reside and shop within the inner city area, or who reside outside the inner city but within the immediately surrounding area, and depend upon the ready and convenient availability of such goods and services within a reasonable proximity of their residence.

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3. To fully develop the educational, cultural and economic potential of Zephyrhills' *historic commercial buildings located within and around the downtown area* and by so doing to, among other things, attract new business and increase occupancy rates of such buildings.

4. To enlist the active interest and financial support of individual, firms and corporations concerned about the development, improvement and beautification of the downtown area, particularly property owners and tenants located within the central business district.

5. To improve the quality of urban life by reducing urban blight, improving the physical, environmental and business conditions in the downtown and surrounding Zephyrhills area and by so doing to reverse the trend of the movement of persons and businesses to the suburban areas.

6. To generate additional jobs in the downtown Zephyrhills area through the expansion of commercial, office and ancillary economic developments.

7. To increase city revenues by stabilizing the tax base, enhancing property values and increasing retail sales in the downtown area.

8. To collaborate and cooperate with public agencies, federal, state, and municipal, especially with officials of Zephyrhills and Pasco County, the Planning Commissions and other improvement associations, including the Zephyrhills Chamber of Commerce and Merchants Association, whose functions may in any manner relate to any of the objectives hereunder.

9. To coordinate and encourage appropriate planning and land use practices within the city area and to encourage land use practices over the whole city and county wide area which will promote the revitalization of the downtown and surrounding area and the business conducted therein.

10. To advance, promote and market the industrial, commercial, business, economic, residential and civic development of downtown Zephyrhills in whatever way and by such means as shall improve the orderly growth and development of the area, and to coordinate such growth and development with such regional planning as may be possible.

11. To provide a public relations program for the purpose of retaining presently existing business and attracting new business to the downtown area.

12. To act as a real estate clearing house in order to match the needs of business ventures with the most appropriate structures available, and to thereby best utilize the commercial buildings of downtown Zephyrhills and increase their occupancy rates.

13. To solicit and accept by subscription, gift, grant, donation, request, devise or otherwise money and property of any kind and description from any person, firm, association, trust, foundation or corporation, including any municipal, county, state or national government or other governmental unit or instrumentality thereof.

14. To organize and operate a commercial loan pool in order to finance physical improvements to commercial structures located within the downtown Zephyrhills area at a reasonable and economical cost.

15. To make donations for the public welfare, or for charitable, scientific or educational purposes.

16. To provide for staff to implement the goals and objectives of the corporation. Activities will include: (a) recruitment of new businesses to occupy downtown space, (b) advertising measures to promote shopping in downtown, (c) exhibition, performances and other like activities to attract people to the area, (d) buying, selling, operation and management of businesses and business properties, (e) stimulation and assistance in enhanced district, (f) advice and assistance in improving merchandising techniques throughout the districts, (g) identification, planning and coordination of public facility change and improvements which will benefit downtown retail and office activities, and (h) other related activities as directed by the corporation.

17. Generally, to engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed necessary or expedient for the proper and successful projection of the objects and purposes for which the corporation is organized.

Notwithstanding any other provision of these articles, the corporation shall not carry on activities that are prohibited for corporations exempt from Federal Income Tax under Section 501(c)-3 of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Code).

IV. ORGANIZATION AND OPERATION

The corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes set forth in Article III.

Any individuals, firms or entities interested in furthering the purposes and goals of the corporation may be accepted into membership by making application and the acceptance by a majority of the members at the first meeting of the members following the receipt of such application. Every member duly elected into membership of this corporation shall be entitled to vote at any membership meeting of this corporation.

The corporation shall not have members' or capital stock, and no stock or shares shall be issued. No incorporator, trustee, director or officer shall at any time be considered to be the owner of any of the assets, property or income of the corporation, nor shall he, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the corporation or disposed of as herein after provided. The corporation is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, incorporation, trustee, director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any persons, organization, firm or corporation for services rendered to this corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The corporation shall not lend any part of its assets, property or income to any incorporator, trustee, director or officer of, or any substantial contributor to, the corporation, any member of the family of any such person, or to any corporation controlled by any such person; nor shall the corporation pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to any such persons or corporation; nor shall the corporation make any part of its services available on a preferential basis to any such persons or corporations; nor shall the corporation make any substantial purchase of securities or other property from or to any such persons or corporations for other than an adequate consideration in money or money's worth; nor shall the corporation engage in any other transaction which results in a substantial diversion of its assets, property or income to any such persons or corporations.

The corporation shall not: (a) accumulate its income if any such accumulations are unreasonable in amount or duration in order to carry out the charitable, scientific and educational purposes for which it is organized, or (b) use any such accumulated income for purposes or functions other than the charitable, scientific and educational purposes for which it is organized, or (c) invest any such accumulated income in such a manner as to jeopardize the carrying out of the charitable, scientific and educational purposes for which it is organized.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax provided by Section 4942 of the Internal Revenue Code of 1954, as amended. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended; shall not retain any excess business holdings as defined in Section 4943(c) of said Code; shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; and shall not make any taxable expenditures as defined in Section 4945(d) of said Code. The references herein to the Internal Revenue Code of 1954, as amended, shall include the regulations issued thereunder and the corresponding provisions of subsequent United States Internal Revenue Laws and regulations.

It is intended that the corporation shall qualify as an organization which is exempt from: (a) income taxes under the United States Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws and under any applicable laws of the State of Florida from time to time in effect, and (b) contributions which are deductible for income, gift and estate tax purposes under said Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws and under any applicable laws of the State of Florida from time to time in effect.

In the event the corporation fails or becomes unable to carry out its purposes, or is liquidated or dissolved, either voluntarily or involuntarily, the assets and property of the corporation, after payment or arrangement for payment of its debts and obligations, shall be donated, transferred, conveyed and delivered to one or more corporations, societies, associations, or organizations which in the judgment of the trustees are engaged in activities similar to those of this corporation and will more nearly carry out its purposes and which are exempt from: (a) income taxes under the United States Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws, and (b) contributions which are deductible for income, gift and estate tax purposes under said

Internal Revenue Code of 1954 and corresponding provisions of subsequent United States laws; provided that any funds or property held by the corporation upon any condition requiring the return, transfer or conveyance of said funds or property, or the unused portion thereof, upon the happening of any such contingency, shall be returned, transferred or conveyed in accordance with said condition.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

These Articles of Incorporation may be amended in the manner provided by law, and every amendment shall be approved by a majority vote of the directors at any regular or special meeting of the corporation.

V. MANAGEMENT

The management of the activities, affairs and property of the corporation shall be vested in a Board of Directors consisting of not less than three (3) nor more than thirty-six (36) directors, said number to be fixed from time to time by the Bylaws of the corporation.

Each director shall hold office for the term of office to which he or she is elected and until his or her successor is elected and qualifies or until his or her earlier resignation, incapacity, removal or death.

The directors shall possess such qualifications, be elected and qualified in such manner, serve for such term and upon such conditions, have such voting rights, exercise such powers and perform such duties, in addition to those conferred upon them by statute, as may be prescribed by the Bylaws of the corporation.

The Board of Directors may adopt Bylaws not inconsistent with these Articles of Incorporation or the laws of the State of Florida, for the management and control of the corporation, and may alter, amend and repeal any provision or provisions thereof from time to time as therein provided. The Board of Directors also may promulgate and amend from time to time suitable policies and rules and regulations governing the work and activities of the corporation, the care and use of its property, the qualifications, duties, performance of work and conduct of its staff and other personnel and employees, and such other matters and things as may be necessary and desirable in the judgment of the directors.

The number of directors constituting the initial Board of Directors shall be eleven (11), and the names and addresses of those persons who are to serve as the initial Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Terry Linville | P. O. Box 9005 Zephyrhills, FL 33539-9005 |
| Alice Stachow | 38420 5th Avenue Zephyrhills, FL 33542 |
| Beverly Jones | 5325 8th Street Zephyrhills, FL 33542 |
| Debi Walker | 38345 5th Avenue Zephyrhills, FL 33542 |
| Sharon Burnett | 4947 Coats Road Zephyrhills, FL 33541 |
| Trina Chauncey | 38434 5th Avenue Zephyrhills, FL 33542 |
| Pauline Correia | 6930 Gaff Boulevard Zephyrhills, FL 33542 |
| John E. Henson | 5315 8th Street Zephyrhills, FL 33542 |
| Jackson Johnson | 38505 10th Avenue Zephyrhills, FL 33542 |

Sheri Schwab 5301 Bernadette Drive
Zephyrhills, FL 33541

Todd Vande Berg 5325 8th Street
Zephyrhills, FL 33542

The names of the first officers who shall serve are:

| | |
|----------------|----------------|
| Terry Linville | President |
| Alice Stachow | Vice President |
| Beverly Jones | Secretary |
| Debi Walker | Treasurer |

VI. BYLAWS

The Bylaws of the corporation shall be made, altered and amended by a majority vote of the directors.

The Articles of Incorporation may be amended in the manner provided by law, and every amendment shall be approved by a majority vote of the directors at any regular or special meeting of the corporation.

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5224 7th Street Zephyrhills, FL 33542, but it may establish branch offices in any other place and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The initial Registered Agent at that address shall be TERRY LINVILLE

VIII. INCORPORATORS

The names and addresses of the incorporators of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| Terry Linville | P. O. Box 9005 Zephyrhills, FL 33539-9005 |
| Beverly Jones | 5325 8th Street Zephyrhills, FL 33542 |
| Debi Walker | 38345 5th Avenue Zephyrhills, FL 33542 |


Sheri Schwab

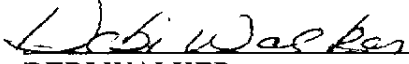
5301 Bernadette Drive
Zephyrhills, FL 33541


EXECUTED this 10th day of November, 2003.

I Terry do hereby accept designation
of Registered Agent


TERRY LIXVILLE


BEVERLY JONES


DEBI WALKER


SHERI SCHWAB

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