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September 10, 1999

Florida Department of State
Katherine Harris, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Harris:

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Enclosed are the Amended and Restated Articles of Incorporation requested by Ms. R. F. Van Meter, ID#58-07402, of the IRS Southeast Key District Office (EP/EO) for the purpose of approving our exempt status from Federal income tax for the above referenced organization. I have included her letters to us dated August 4 and August 30, 1999 including my fax to her dated August 25, 1999.

Ms. Van Meter has extended our filing to September 20, 1999 and indicated that the draft I faxed to her was properly worded and could be used. What I am requesting is a copy of the Amended and Restated Articles of Incorporation reflecting the seal and signature of the appropriate state official in a timely manner so that I might be able to send them to Ms. Van Meter by Sept. 20, even if I must fax them to her.

Any assistance you can give me would be greatly appreciated. Also, please let me know if there is an additional fee. I have misplaced my two booklets containing the Florida Statutes for non profit and profit corporations. I believe it was Ms. Bobbie Eldridge who sent them to me before. Would it be possible for me to obtain new copies from your office? Thank you again for your help.

My current address:

Evelyn B. Blackwell
1006 Fruit Cove Road
Jacksonville, Florida 32259
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**FIRST COAST WIND ENSEMBLE, INC.
(A Corporation Not For Profit)**

ARTICLE I

NAME

The name of the corporation is FIRST COAST WIND ENSEMBLE, INC.

ARTICLE II

TERM

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The address of the current registered office of the Corporation in the State of Florida is 1006 Fruit Cove Road, Jacksonville, Florida 32259. The name of the Corporation's registered agent at that address, upon whom legal process against the Corporation may be served, is Evelyn B. Blackwell.

FILED
99 SEP 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

MEMBERS

The Corporation shall have one class of members entitled to vote for the election of the Directors of the Corporation, and any other matters which may be submitted to such members by the Board of Directors of the Corporation. The class shall be designated as the "Active Members." Other forms of affiliation with the Corporation may be described in the Bylaws of the Corporation or in policies issued from time to time by the Board of Directors of the Corporation in keeping with the requirements of Florida law.

ARTICLE VI

DIRECTORS

The initial Board of Directors is composed of six (6) members, provided, however, that the number of Directors may be increased to any number or decreased to not fewer than three (3) from time to time by resolution of the Board of Directors. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

ARTICLE VII

INCORPORATOR

The name of the initial incorporator of the Corporation is Albert E. Buschmann, Jr.
The name of the person signing these Amended and Restated Articles of Incorporation is Evelyn B. Blackwell.

ARTICLE VIII

LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes. The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the Board of Directors.

ARTICLE X

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION

The purpose for which the Corporation is organized are exclusively for charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

The amended and restated articles were duly adopted by the board of directors on September 10, 1999. There are no members entitled to vote.

Signature of the managing director:

Evelyn B. Blackwell

Evelyn B. Blackwell