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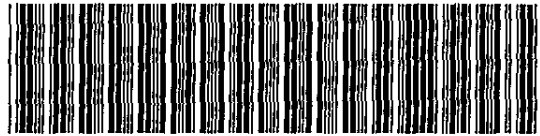
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TALLAHASSEE FLORIDA

Resubmitted
2/3/06
Articles

WILLIAM A. DICUS, P.A.

Attorneys and Counselors at Law

WILLIAM A. DICUS (1918-2001)
HENRY L. DICUS

748 BROADWAY • SUITE 201 • POST OFFICE DRAWER 38

DUNEDIN, FLORIDA 34697

(727) 733-3161

February 2, 2006

Amendment/Restatement Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Restatement of Articles of Incorporation of The Greater
Dunedin Chamber of Commerce, Inc.

Dear Sir or Madam:

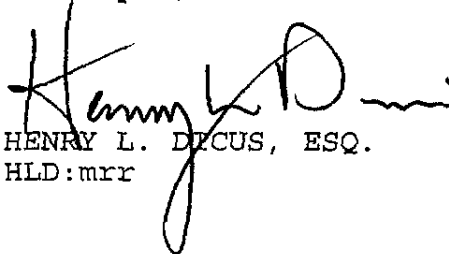
Enclosed herein please find the following items in regard to the restatement of the articles of incorporation of the not-for-profit corporation referenced above:

1. Original Restatement of the Articles of Incorporation of The Greater Dunedin Chamber of Commerce, Inc.
2. One copy of the same.
3. Original Certificate Regarding the Restatement of the Articles of Incorporation of The Greater Dunedin Chamber of Commerce, Inc.
4. Check in the amount of \$52.50.

Please file the restated articles of incorporation and return to me one certified copy of the same and a Certificate of Status.

Please contact my office if there are any questions or any other documentation is needed. My fax number is 727-733-3163.

Thank you,


HENRY L. DICUS, ESQ.
HLD:mrr

**Restatement of the
Articles of Incorporation of
The Greater Dunedin Chamber of Commerce, Inc.**

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TALLAHASSEE FLORIDA

Article I.

The name of this corporation is THE GREATER DUNEDIN CHAMBER OF COMMERCE, INC. The principal place of business and the mailing address of the Corporation is 301 Main Street, Dunedin, Florida 34698.

Article II.

The purposes for which this Corporation is organized shall be to: (a) promote the civic, economic and social welfare of the businesses, residents and people of Dunedin and vicinity; (b) acquire, own and dispose of all manner of property to accomplish the corporate purposes; and (c) any other lawful purpose as permitted by Florida law.

Article III.

1. Any person, firm or corporation is eligible for membership in this Corporation.
2. The procedure with respect to admission to, and the exercise of the privileges of membership shall be specified by the By-Laws.

Article IV.

This Corporation shall have perpetual existence.

Article V.

The names and residences of the original subscribers are as follows: Kenneth H. Holt, 961 Grovewood Drive, Dunedin, FL; W.E. Humphrey, 332 Main Street, Dunedin, FL; and Harry Dishman, 1105 Greenway, Dunedin, FL.

Article VI.

The affairs of this Corporation are to be managed by its Board of Directors. The number of Directors shall be fixed in the By-Laws, but shall never be less than three Directors. The manner of nomination and election to the Board of Directors, shall be fixed in the By-Laws. The manner of nomination and election of Officers shall be fixed in the By-Laws.

Article VII

The officers of this Corporation shall be as provided for in the By-Laws, but the Corporation shall have at least a President, a President-Elect, and a Vice-President. The manner or selection and the duties of the officers shall be as provided in the By-Laws.

Article VIII

The By-Laws of this Corporation may be amended or rescinded by vote of the Board of Directors.

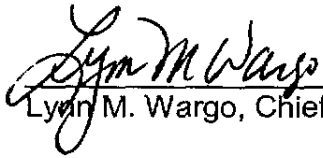
Article IX

The Articles of Incorporation may be amended or rescinded by majority vote of the members in good standing (a) in attendance at any regular membership meeting or special meeting, so long as the intention to make such amendment or rescission is stated in the call for such meeting, or (b) by any consent procedure then permitted by law.

Article X

The name and address of the current Registered Agent of the Corporation is: Lynn M. Wargo, 301 Main Street, Dunedin, FL 34698.

In Witness Whereof, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Restated Articles of Incorporation.


Lynn M. Wargo, Chief Executive Officer

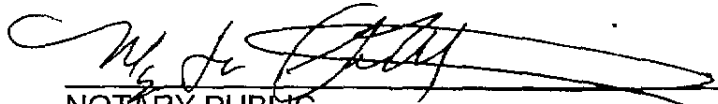
CORPORATE SEAL

Verification

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of February, 2006 by Lynn M. Wargo, Chief Executive Officer, who is personally known to me.

WITNESS my hand and seal in the County and State named above on this 1st day of February, 2006.

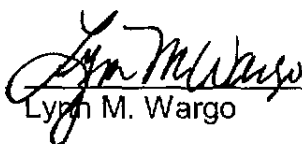

NOTARY PUBLIC
My Commission Expires: 12/03/08
Notary Public: Myrta Linda Mercier
Printed Name



Myrta Linda Mercier
My Commission DD373301
Expires September 03, 2008

ACCEPTANCE BY REGISTERED AGENT

Lynn M. Wargo, the Registered Agent named in the foregoing Restated Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 301 Main Street, Dunedin, FL 34698.


Lynn M. Wargo