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March 22, 2000

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

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*****78.75 *****78.75

Re: Mary Joe Battle MacDonald Scholarship Foundation, Inc.

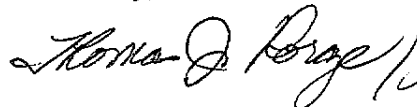
Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation of the above referenced corporation and a Designation and Acceptance of Registered Agent, along with a check in the amount of seventy-eight dollars and 75/100 (\$78.75) for the filing fees.

Please forward a certified copy to this office at your earliest convenience. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your prompt attention to this matter.

Yours truly,



Thomas J. Korge

TJK:cdr
Enclosures

FILED
00 MAR 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 29 2000

**ARTICLES OF INCORPORATION OF
MARY JOE BATTLE MACDONALD SCHOLARSHIP FOUNDATION, INC.**

FILED
00 MAR 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is MARY JOE BATTLE MACDONALD SCHOLARSHIP FOUNDATION, INC.

**ARTICLE II
DURATION**

The corporation shall begin its existence upon the filing of these articles of incorporation with the Secretary of State and shall exist perpetually.

**ARTICLE III
PURPOSES**

The corporation is organized and shall be operated exclusively for education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. (All references in these articles of incorporation to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.) The specific purposes and objectives of the corporation shall include, but not be limited to, providing needy students with college, professional, and post-graduate scholarships.

**ARTICLE IV
MEMBERS**

The corporation shall have no capital stock and may have such classes of nonvoting members as may be prescribed by its bylaws from time to time. The designation of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges, and immunities shall be as stated in the bylaws from time to time.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The street address of the corporation's initial registered office and the corporation's mailing address shall be 7601 Coquina Drive, North Bay Village, Florida 33141, and the corporation's initial registered agent at such address shall be Jane G. Blake.

**ARTICLE VI
INCORPORATOR**

The incorporator of the corporation is Jane G. Blake, 7601 Coquina Drive, North Bay Village, Florida 33141.

ARTICLE VII
POWERS; RESTRICTIONS ON POWERS

In furtherance of the purposes and objectives set forth in Article III, and subject to the restrictions set forth in this Article VII, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of the State of Florida. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activity that would cause the corporation not to be an organization described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code. Upon dissolution of the corporation, all corporate assets remaining after the payment of or provision for all its liabilities shall be transferred to one or more organizations described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code, in furtherance of the purposes and objectives set forth in Article III. The organizations to receive such assets shall be designated by the Board of Directors.

ARTICLE VIII
BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Florida Not For Profit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The number of directors, their classification (if any), their terms of office, and the manner of their election or appointment shall be determined according to the bylaws of the corporation as in effect from time to time.

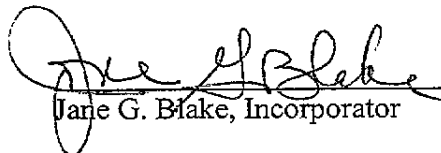
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director, or former officer or director to the full extent permitted by law.

ARTICLE X
AMENDMENT


The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto according to the bylaws of the corporation as in effect from time to time. Any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22 day of March, 2000.


Jane G. Blake, Incorporator

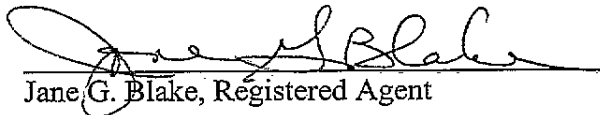
**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MARY JOE BATTLE MACDONALD SCHOLARSHIP FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 7601 Coquina Drive, North Bay Village, Florida 33141, has named JANE G. BLAKE as its agent to accept service of process within this State at the above address.


Jane G. Blake, Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida applicable thereto.


Jane G. Blake, Registered Agent

FILED
00 MAR 27 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA