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April 27, 2000

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 MAY - 1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: FRED LANG MEMORIAL FUND, INC.

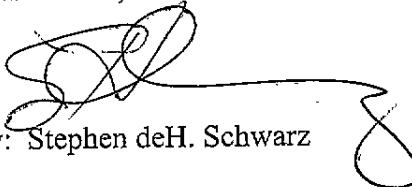
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-captioned contemplated corporation. Enclosed also is our check in the amount of \$78.75 to cover the filing fees and a certified copy of the enclosed Articles.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE & KELLER, P.A.


By: Stephen deH. Schwarz

SS:th[00.110]
Enclosures

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ARTICLES OF INCORPORATION
OF
FRED LANG MEMORIAL FUND, INC.
A Florida Not-For-Profit Corporation

FILED
00 MAY - 1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I- NAME

The name of this corporation is FRED LANG MEMORIAL FUND, INC.

ARTICLE II- ADDRESS

The address of the principle office of the corporation and its mailing address is 1700 Education Avenue, Punta Gorda, Florida 33950

ARTICLE III- DURATION

This corporation shall have perpetual duration.

ARTICLE IV-PURPOSE

The general purpose of this corporation shall be to provide services for the public mental health and such other charitable purpose as may be determined from time to time.

ARTICLE V- POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI- MEMBERS

This corporation is organized upon a non-stock basis.

The sole class of members of this corporation shall be its Board of Trustees. The qualification for members/trustees and the manner of their admission shall be regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII- REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 1700 Education Avenue, Punta Gorda, Florida. The name of its initial Registered Agent at such address is Margaret C. Lang.

ARTICLE VIII- TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Trustees. The number of Trustees shall initially be three (3); provided, however, that such number may be increased as provided by the By-Laws, but shall not be greater than nine (9) members nor less a than three (3).

The names and residence addresses of the persons who are to serve as the initial trustees are:

<u>NAME</u>	<u>ADDRESS</u>
Margaret C. Lang	115 S.E. Graham Port Charlotte, Fl 33952
Michael J. Sofilka	1449 Newton Street Port Charlotte, Fl 33952
Terry Ashley	c/o Charlotte Sun Herald 23170 Harborview Rd. Charlotte Harbor, Fl

The method of election of Trustees shall be as stated in the bylaws.

ARTICLE IX- INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Margaret C. Lang

115 S.E. Graham
Port Charlotte, Fl

ARTICLE X- DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI- AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the trustees.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on this 26th day of April, 2000.

Margaret C. Lang
Margaret C. Lang

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY - 1 PM 3:35

FILED

* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That FRED LANG MEMORIAL FUND, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1700 Education Avenue, Punta Gorda, Florida, has named Margaret Lang, located at 115 SE Graham Street, Port Charlotte, County of Charlotte, State of Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Margaret C. Lang
MARGARET C. LANG