

KEOUGH, DUBOSE & DEBARI, P.A.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FROSTPROOF QUARTERBACK CLUB, INC.,
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is FROSTPROOF QUARTERBACK CLUB, INC., A NON-PROFIT CORPORATION and whose principal office is located at and whose mailing address is: 28 "C" Street, Frostproof, Florida 33843.

ARTICLE II
DURATION OF CORPORATION

The Corporation shall exist perpetually.

ARTICLE III
PURPOSE OF CORPORATION

The purpose for which this Corporation is organized is to engage in any activity authorized by law.

ARTICLE IV
QUALIFICATIONS OF MEMBERS

The qualifications for members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 28 "C" Street, Frostproof, Florida, 33843 and the name of its initial registered agent at such address is Damon A. Nicholson.

ARTICLE VI
DIRECTORS

The Board of Directors shall initially be made up of three directors. The manner of election of the directors shall be as set forth in the By-Laws. The name and address of each person who is to serve as an initial director is as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Damon A. Nicholson | 28 "C" Street Frostproof, Florida 33843 |
| J. Neal Byrd | 2 N. Lake Reedy Blvd. Frostproof, Florida 33843 |
| Anthony Jenkins | 11 Fort Clinch Heights Frostproof, Florida 33843 |

ARTICLE VII
INCORPORATORS

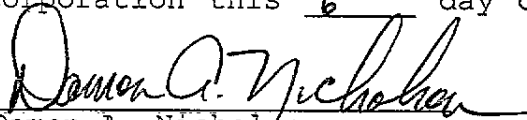
The name and address of each incorporator is as follows:

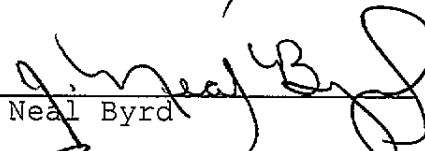
| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Damon A. Nicholson | 28 "C" Street Frostproof, Florida 33843 |
| J. Neal Byrd | 2 N. Lake Reedy Blvd. Frostproof, Florida 33843 |
| Anthony Jenkins | 11 Fort Clinch Heights Frostproof, Florida 33843 |

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Corporation, have executed these Articles of Incorporation this 6th day of September, 2000.


Damon A. Nicholson

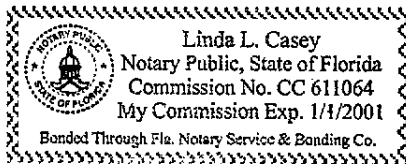

J. Neal Byrd


Anthony Jenkins

STATE OF FLORIDA
COUNTY OF POLK.

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6th The foregoing instrument was acknowledged before me this
day of September, 2000, by Damon A. Nicholson, who is
personally known to me or who has produced
Personally Known as identification, J. Neal Byrd who is
personally known to me or who has produced
Personally Known as identification and Anthony JENKINS,
who is personally known to me or who has produced
Personally Known as identification.



Linda L. Casey
Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered
Agent of FROSTPROOF QUARTERBACK CLUB, INC., A NON-PROFIT
CORPORATION.

Damon A. Nicholson
DAMON A. NICHOLSON