

NO1000005860

JOHN P. CULLEM
Attorney at Law

(727) 894-1200
(727) 896-1700 (Facsimile)

856 Second Avenue North
St. Petersburg, Florida 33701

August 14, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

400004536924--2
-08/15/01--01093--002
*****87.50 *****87.50

Re: The Amanda Smith Foundation, Inc., a Not For Profit
Corporation; Articles of Incorporation

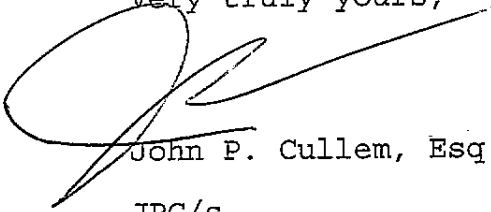
Dear Sir:

Enclosed is an original and two copies of the Articles of
Incorporation for the referenced corporation and a check for
\$87.50 payable to Florida Department of State for the filing fee,
certified copy and Certificate of Status.

Please file the enclosed and return the copies to my attention at
the address stated above.

Thank you for your assistance in this matter.

Very truly yours,


John P. Cullem, Esq.

JPC/s

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 15 PM 12:52

FILED

F. GIBSON AUG 16 2001

ARTICLES OF INCORPORATION

OF

THE AMANDA SMITH FOUNDATION, INC.

01 AUG 15 PM 12:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation not for profit pursuant to Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act) and adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: **THE AMANDA SMITH FOUNDATION, INC.**

ARTICLE II -- PLACE OF BUSINESS

The initial address of the principal office and place of business of this corporation shall be 4710 North Willis St., Tampa, FL 33603 and the mailing address of the corporation shall be 4710 North Willis St., Tampa, FL 33603. The principal address and mailing address may change from time to time.

ARTICLE III -- NATURE OF BUSINESS

This not for profit corporation is created for the purpose of and intends to engage in activities involving public and private education and awareness applicable to the danger, treatment and prevention of melanoma, assistance to patients and families who are affected by melanoma, and possible further contributions to melanoma cancer research and lobbying for public

and private funding dealing with the cause, treatment, and public awareness of melanoma.

ARTICLE IV -- DIRECTORS

There shall be a minimum of three (3) directors with the number specified in or fixed in accordance with these articles or the bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided and stated in the bylaws.

ARTICLE V -- REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 856 2nd Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is John P. Cullem, Esquire.

ARTICLE VI -- TERM OF EXISTENCE

This corporation is to exist perpetually commencing five days prior to the date of receipt and filing of these Articles of Incorporation.

ARTICLE VII -- DIRECTORS

All corporate powers shall be exercised by or under the authority of, and business and affairs of the corporation managed under the direction of its Board of Directors, subject to any

limitation set forth in these Articles of Incorporation and the bylaws.

ARTICLE VIII -- MEMBERS

The corporation may have one or more classes of members or may have no members as subsequently set forth in the bylaws, and any amendments thereto. The designation of classes of members, if any, qualifications and rights of the members of such class, any quorum and voting requirements for meetings and activities of the members, and notice requirements shall be set forth in the bylaws.

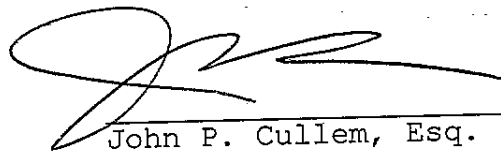
ARTICLE IX -- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

John P. Cullem, Esq.

856 2nd Ave. North
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14th day of August, 2001.

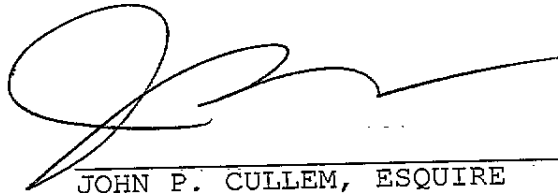


John P. Cullem, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The undersigned, John P. Cullem, Esquire, having a business

office identical with the registered office of the corporation named above, and having been designated Registered Agent in the above and foregoing Articles of Incorporation, and having agreed to accept service of process for the above corporation at the place designated in this certificate, hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.



JOHN P. CULLEM, ESQUIRE
Registered Agent

Dated: August 14, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 15 PM 12:52

FILED