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JOHN C. MANSON

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September 10, 2001

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

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-09/12/01--01058--015
*****78.75 *****78.75

Re: Children's Memorial and Gardens Inc., non-profit Fla corp.

Ladies and Gentlemen:

Enclosed find original and copy of the Articles of Incorporation for the above Non-profit Florida corporation, together with check for \$78.75. Please file the original, and certify and return the copy to this office.

Thanking you, I am,

Very truly yours,



John C. Manson

JCM/d

Enclosures - Articles of Incorporation (2) and check

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch

SEP 14 2001

ARTICLES OF INCORPORATION
OF
CHILDREN'S MEMORIAL AND GARDENS, INC.

The undersigned JO ANN GLIM, NORMAND POIRIER, LOUISE LEMKE and ANN GOULD, as incorporators, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Department of State of the State of Florida.

ARTICLE I.

The name of the corporation shall be CHILDREN'S MEMORIAL AND GARDENS, INC..

ARTICLE II.

The term for which this corporation shall exist is perpetual.

ARTICLE III.

Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code)

ARTICLE IV.

Qualification of members will be that they adhere to the purposes of this organization.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The membership shall consist of subscribers to these articles together with such persons as qualify from time to time and are elected to membership by the Board of Directors of the corporation.

ARTICLE V.

The Board of Directors shall be elected from time to time according to the By-Laws of the corporation, and the By-Laws of the corporation shall be adopted from time to time by a majority of members at any regular or special meeting called for the purpose of establishing or amending said By-Laws.

ARTICLE VI.

The street address of the corporation shall be 4524 4th Avenue Drive East, Bradenton, FL 34208.

ARTICLE VII.

The name and street address of each incorporator is as follows:

JO ANN GLIM
4524 4th Avenue Drive East
Bradenton, FL 34208.

LOUISE LEMKE
6417 Sun Eagle Lane
Bradenton, FL 34210

NORMAND POIRIER
801 21st Street West
Bradenton, FL 34205

ANN GOULD
2704 33rd Avenue West
Bradenton, FL 34205

ARTICLE VIII.

No officer or director shall receive compensation for the holding of any office in the

corporation, nor shall any officer, director or member have any personal right to any assets of the corporation.

ARTICLE IX.

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE X.

The initial registered agent of the corporation and the initial registered office of the corporation and the registered agent's address shall be: JOHN C., MANSON, 1111 9th Avenue West, Suite A, Bradenton, FL 34205.

ARTICLE XI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

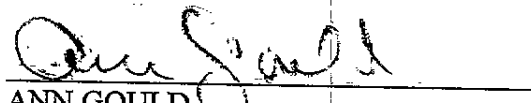
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 10th day of September, 2001.


JO ANN GLIM


NORMAND POIRIER


LOUISE LEMKE

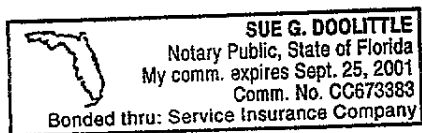

ANN GOULD

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared JO ANN GLIM, NORMAND POIRIER, LOUISE LEMKE and ANN GOULD, to me known to be the persons named in the foregoing Articles of Incorporation, who are personally known to me, and are described in the foregoing Articles of Incorporation as the incorporators thereof, and they

acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Bradenton FL, this 10th day of September 2001.



Sue G. Doolittle
Notary Public

I HEREBY ACCEPT THE DESIGNATION AS RESIDENT AGENT OF THIS CORPORATION AT THE ADDRESS INDICATED IN THESE ARTICLES OF INCORPORATION.

John C. Manson
JOHN C. MANSON