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16200005119

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/05/02--01084--013
*****78.75 *****78.75

RE: The Thornton & Maud Utz Charitable Foundation, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation and my check for \$78.75 to cover the following for the above-referenced corporation:

Filing fees	\$35.00
Certified copy	8.75
Registered Agent designation	35.00

Thank you.

Sincerely,

Karen Maiden
Karen Maiden, Secretary to
PAUL A. MORAN

/km
Enclosure

FILED
02 JUL -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]

ARTICLES OF INCORPORATION
OF
THE THORNTON & MAUD UTZ CHARITABLE FOUNDATION, INC.

A Florida Nonprofit Corporation

FILED
02 JUL -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is **THE THORNTON & MAUD UTZ CHARITABLE FOUNDATION, INC.**

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is 46 N. Washington Blvd., Suite 25A, Sarasota, FL, 34236, and the mailing address of the Corporation is the same.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE FIVE

Limitations

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX

Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than three (4).

ARTICLE SEVEN

Initial Directors

The name and street address of the member of the initial Board of Directors is:

Warren Hadley	Pat Tyler	John Ludden	Paul A. Moran
92 Forest St.	2202 Casey Key	2929 Bee Ridge Rd.	46 N. Washington Blvd.#25A
Duxbury, MA 02332	Nokomis, FL 34275	Sarasota, FL 34239	Sarasota, FL 34236

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected.

ARTICLE EIGHT

Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida is 46 N. Washington Blvd., Suite 25A, Sarasota, FL, 34236. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address

within the State of Florida.

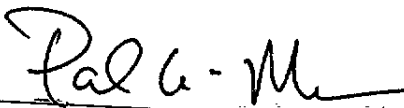
The initial Registered Agent is designated as Paul A. Moran. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE NINE

Incorporators

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Paul A. Moran, 46 N. Washington Blvd., Suite 25A, Sarasota, FL, 34236.

IN WITNESS WHEREOF, the undersigned have hereunto set her hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of July, 2002.

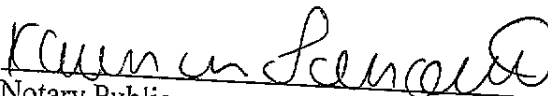


PAUL A. MORAN (SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared PAUL A. MORAN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 2nd day of July, 2002.



Notary Public

My Commission Expires:



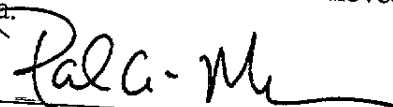
Karen M. Lamotte
Commission # CC 828229
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as her location for service of process as:

46 N. Washington Blvd., Suite 25A, Sarasota, FL, 34236

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



PAUL A. MORAN (SEAL)

FILED
02 JUL -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA