

September 17, 2002

Florida Dept. of State
Division of Corporations
Tallahassee, FL 32301

Subj: Incorporation of THE BILL REID MEMORIAL FOUNDATION, INC.

Dear Sir,

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

3. Designation of Resident Agent.

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

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 N. HWY A1A, Satellite Beach, Florida 32937, telephone number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Brian Morgan

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

THE BILL REID MEMORIAL FOUNDATION, INC.

ARTICLE I. NAME

The name of this corporation is

THE BILL REID MEMORIAL FOUNDATION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of:

1. The Corporation is organized exclusively for charitable, religious, literacy, scientific and educator purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of such Code.
2. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

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DIVISION OF CORPORATIONS

3. 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 and distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding and 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, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES IV. MEMBERS AND DIRECTORS

The qualifications of members and directors are the manner of admission of members together with the manner of election or appointment of directors shall be regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2700 Croton Road, Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is BRIAN MORGAN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of this corporation are:

BRIAN MORGAN
2700 Croton Road
Melbourne, Fl 32935

BRYAN REID
300 Melbourne Avenue
Indialantic, Florida 32903

DAVIS DEAURALT
105 South Pulumosa
Merritt Island, Florida 32952

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2700 Croton Road, Melbourne, Florida 32935 and the mailing address of the corporation is 2700 Croton Road, Melbourne, Florida 32935.

ARTICLE VIII. INCORPORATOR

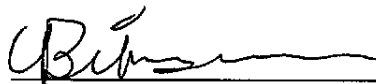
The name and address of the person signing these articles are:

BRIAN MORGAN
2700 Croton Road
Melbourne, Florida 32935

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 17th day of September, 2002.



BRIAN MORGAN
Subscriber

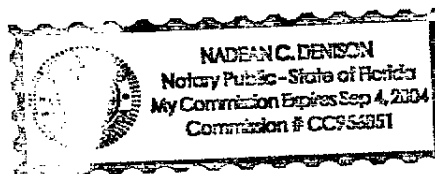
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BRIAN MORGAN, to me known to be the person described as subscriber in and who executed the forgoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal on the County and State named above this 17th day of September, 2002.

FL/DL

Nadean C. Denison
Notary Public



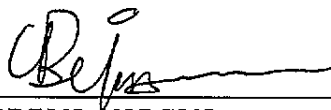
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That THE BILL REID MEMORIAL FOUNDATION, INC., desiring to
organize under the laws of the State of Florida, with its
principal office at 2700 Croton Road, City of Melbourne, Brevard
County, Florida 32935, has named BRIAN MORGAN, located at 2700
Croton Road, City of Melbourne, Brevard County, Florida 32935, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.



BRIAN MORGAN
Registered Agent

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