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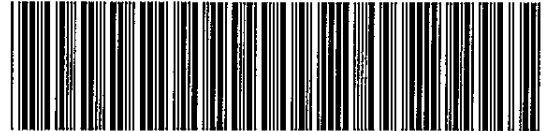
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 952012 9385A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizote

ORDER DATE : March 4, 2003

ORDER TIME : 11:15 AM

ORDER NO. : 952012-005

CUSTOMER NO: 9385A

CUSTOMER: John M. Brunson, Esq
John Morgan Brunson
Attorney At Law
1474 Jordan Hills Court

Clearwater, FL 33756

DOMESTIC FILING

NAME: TIERRA VERDE/ISLA DEL SOL
CHAMBER OF COMMERCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

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03 MAR -4 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TIERRA VERDE/ISLA DEL SOL CHAMBER OF COMMERCE, INC.

A Florida Nonprofit Corporation

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, Chapter 617 - Florida Statutes, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is TIERRA VERDE/ISLA DEL SOL CHAMBER OF COMMERCE, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the Corporation is 1110 Pinellas Bayway, Suite 207, Tierra Verde, Florida 33715-1700, and the mailing address of the Corporation is 1110 Pinellas Bayway, Suite 207, Tierra Verde, FL 33715-1700.

ARTICLE THREE - DURATION

The term of existence of the Corporation is perpetual unless terminated by a vote of the members 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 and limited to any purpose authorized under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, including specifically the promotion of the general economic welfare of the Tierra Verde and Isla Del Sol community.

ARTICLE FIVE - OBJECT

The general nature of the object of the corporation shall be to promote the general economic welfare of the Tierra Verde & Isla Del Sol community. The geographic boundaries of the beneficial work of the Chamber shall be the community of Tierra Verde and Isla Del Sol.

ARTICLE SIX - MEMBERSHIP

A. Any person, firm or corporation interested in the general economic welfare of the Tierra Verde and Isla Del Sol community, which desires to preserve and promote the objects of this Chamber, which has an established record of sound and ethical business practices and consumer relations shall be eligible for membership. Each prospective member shall be required to submit an Application for Membership by the Board of Directors and payment of the membership fee then in effect.

B. All members shall have the same rights and privileges and each member shall be entitled to one vote on all corporate matters requiring a vote of the membership. Except as otherwise provided by law, the members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the members in attendance shall govern as to all matters requiring a vote of the membership.

ARTICLE SEVEN - CORPORATE POWERS AND LIMITATIONS

7.01 The Corporation shall have all of the powers provided to a Florida Nonprofit Corporation under Chapter 617 of the Florida Statutes, specifically including, but not limited to, the power to conduct activities and engage in transactions incidental to the purposes enumerated in Article Four, and the power to accept contributions, subject to the following limitations:

(a) 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.

(b) 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)(6) of the

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

7.02 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 to best accomplish the general purpose for which this corporation is organized as shall at the time qualify as an exempt organization or organizations under Section 501(6) 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 EIGHT - DIRECTORS

This Corporation shall have seven (7) 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 active members but shall never be less than three (3). The Directors shall be elected as stated in the By-Laws of the Corporation.

ARTICLE NINE - INITIAL DIRECTORS

The name and street address of the members of the initial Board of Directors are:

Wade W. Cullis
1120 Pinellas Bayway South
Tierra Verde, Florida 33715-1700

Billy Moore
Billy's Stone Crab
One Collany Road
Tierra Verde, Florida 33715-1700

Carol Riggins
Mercantile Bank
3655 50th Ave. South
St. Petersburg, FL 33711

Dan Lasalla
Subway
130 Pinellas Bayway
Tierra Verde South
Tierra Verde, Florida 33715-1700

Lilly Castro
Mercantile Bank
1110 Pinellas Bayway South
Tierra Verde, Florida 33715-1700

Pat Gee
Pat's Dry Cleaners and Taylor's
1120 Pinellas Bayway South
Tierra Verde, Florida 33715-1700

Debra Chase
216 12th Street
Tierra Verde, Florida 33715-1700

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE TEN - INITIAL OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the Chamber. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the Chamber until their successors are elected or appointed and are duly qualified are:

President
George Farrell
1125 2nd Ave., South
Tierra Verde, Florida 33715-1700

Vice President
Michael Rader
112 Pinellas Bayway South
Tierra Verde, Florida 33715-1700

Secretary
Susan Rounanazion
1110 Pinellas Bayway South
Tierra Verde, Florida 33715-1700

Treasurer
Candice Fox
AmSouth Bank
5901 Sun Blvd. South
St. Petersburg, Florida 33715

ARTICLE ELEVEN - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 1474 Jordan Hills Court, Clearwater, Pinellas County, Florida 33756. 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 John Morgan Brunson. 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 TWELVE - INCORPORATOR

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: George Farrell, 1125 2nd Ave., South, Tierra Verde, Florida 36498.

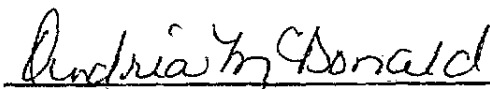
IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of February, 2003.



GEORGE FARRELL (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELAS)

The foregoing instrument was acknowledged before me this 28th day of February, 2003, by George Farrell who is personally known to me or who has produced as identification and who did (did not) take an oath



Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____



Ondria McDonald
MY COMMISSION # DD099834 EXPIRES
March 13, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

03 MAR -4 AM 10:42

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 his location for service of process as:

John Morgan Brunson, Esquire
1474 Jordan Hills Court
Clearwater, Florida 33756

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

 (SEAL)
John Morgan Brunson