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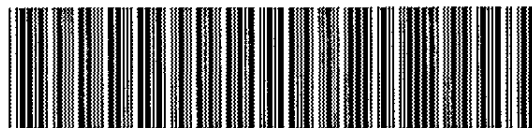
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DIVISION OF CORPORATIONS
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ACCOUNT NO. : 072100000032

REFERENCE : 012619 81386A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 9, 2003

ORDER TIME : 12:42 PM

ORDER NO. : 012619-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq

Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: THE KRAUSS-MILLER-LUTZ
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
THE KRAUSS-MILLER-LUTZ FOUNDATION, INC.**

The undersigned hereby organizes a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

**ARTICLE 1
Name**

The name of this corporation is: **THE KRAUSS-MILLER-LUTZ FOUNDATION, INC.**

**ARTICLE 2
Principal Office**

The principal office of this corporation is: 715 North Sherrill Street, Tampa, Florida 33609; and the mailing address of this corporation is: P.O. Box 23943, Tampa, Florida 33623.

**ARTICLE 3
Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code. This corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, this corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of this corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of this corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Act.

No part of the net earnings of this corporation shall inure to the benefit of any member, trustee, officer of this corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes, and no member, trustee, officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No

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substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, this 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 Code and its Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and its Regulations.

Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code and its Regulations as they now exist or as they may be hereafter amended, or 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 circuit court in the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations as the circuit court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4

Powers

This corporation shall have and exercise all powers provided by law to a corporation not for profit, including the Act, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which this corporation is organized, subject to the following limitations:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities within the meaning, requirements, and effect of Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding section of any future federal tax code.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding section of any future federal tax code.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding section of any future federal tax code.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding section of any future federal tax code.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding section of any future federal tax code.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding section of any future federal tax code.

ARTICLE 5

Existence

This corporation shall have perpetual existence. The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation.

ARTICLE 6

Members

The members of this corporation shall consist of those persons as may from time to time be elected and admitted to membership by vote of the Board of Directors of this corporation in accordance with the Bylaws of this corporation.

ARTICLE 7

Directors

This corporation shall have at least three Directors. The number of Directors and the method of election of the Directors of this corporation shall be stated in the Bylaws of this corporation.

ARTICLE 8

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the initial registered agent of this corporation is: **Robert E. Aylward.**

ARTICLE 9

Incorporator

The name and address of the person signing these Articles of Incorporation are:

Name

Elmer J. Krauss

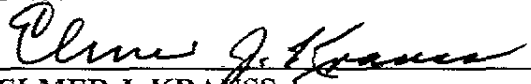
Address

5700 Mariner Drive South
Unit 801-E
Tampa, Florida 33609

ARTICLE 10
Amendment

The members of this corporation may amend any provision contained in these Articles of Incorporation in the manner provided in the Bylaws of this corporation.

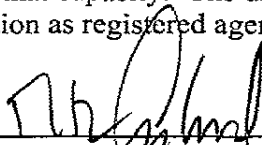
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 8 day of April, 2003.



ELMER J. KRAUSS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of his position as registered agent.



ROBERT E. AYLWARD

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