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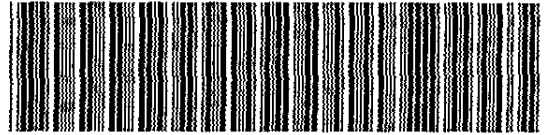
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TALLAHASSEE FLORIDA

5/19/03

O'NEILL & O'NEILL SERVICES, INC.

*ACCOUNTING, TAX RETURNS AND RELATED SERVICES
1009 21ST STREET NORTH P.O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904-249-3100 PHONE
904-249-2111 FAX*

MAY 6, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: New Filing: THE MEN'S AUXILIARY UNIT OF THE GREATER BEACHES POST
3270, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the
above referenced not-for-profit organization, and a check in the amount of \$ 87.50. Please file
the Articles and return a certified copy to us at your earliest convenience.

We appreciate your assistance in this matter.

Very truly yours,

Karen B. O'Neill

Karen B. O'Neill, AS, AS, BA
President, O'Neill and O'Neill Services, Inc.

/kbo
Enclosures
cc Kirk Stone, Incorporator

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, Florida Statutes (Not for Profit)

ARTICLE I - NAME

The name of this corporation is: The Men's Auxiliary Unit of the Greater Beaches Post
3270, Veterans of Foreign Wars of the United States, Inc.

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TALLAHASSEE FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

915 8th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE III-CAPITAL STOCK

*

This organization has been established as a non-stock, membership organization.

ARTICLE IV - PURPOSE

The purpose for which this corporation is organized is to promote the social welfare of the community; to assist disabled and needy war veterans and members of the U. S. Armed Forces and their dependents and the widows and orphans of deceased veterans; to provide entertainment, care and assistance to hospitalized veterans or members of the U. S. Armed Forces; to carry on programs to perpetuate the memory of deceased veterans and members of the U. S. Armed Forces and to comfort their survivors; to conduct programs for religious, charitable, scientific, literary or educational purposes; to sponsor or participate in activities of a patriotic nature; to provide insurance benefits for its members or dependents of its members or both; and to provide social and recreational activities for its members in complete and total compliance with the bylaws and regulations formulated by its parent organization, The Greater Beaches Post 3270 of the Veterans of Foreign Wars of the United States, Inc., which is currently active and recognized by the State of Florida and the United States government as a not-for-profit corporation in good standing.

At least 75% of its members are either past or present members of the U. S. Armed Forces of the United States, spouses of those members, or related to those members within two degrees of kinship; all of its members either are members of the parent organization, spouses of members of the parent organization, or related to members of the parent organization within two degrees of kinship; and no part of its net earnings inure to the benefit of any private member or individual.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS/OFFICERS

Trustees, who serve in the capacity of Directors, and certain officers of the organization, as set forth in the following Article, shall be nominated and elected by a majority vote of a quorum at a regular business meeting of members in April of each year, in accordance with the organization's Bylaws which were prepared to conform with its parent organization, as set forth in the foregoing. Certain officers of the organization, as set forth in the following Article, shall be appointed by the elected Trustees and Officers.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, Florida Statutes (Not for Profit)

ARTICLE VI - INITIAL DIRECTORS/OFFICERS

Elective officers of this organization shall include a President, Senior Vice-President, Junior Vice-President, Treasurer, Chaplain, Conductor and Guard. In addition, this Men's Auxiliary Unit shall have two (2) elected Trustees who shall serve as Directors in an advisory capacity for the Corporation. Appointive officers of this organization shall include a Secretary, Patriotic Instructor, Historian, four (4) Color Bearers, Banner Bearer, Flag Bearer, Musician, Soloist, Assistant Conductor, Assistant Guard, Assistant Musician. The number of trustees/directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

The initial officers of this organization are:

| | |
|-----------------------|--|
| President | Harold G. Mathis (Gene) 2140 Featherwood Dr. W. Atlantic Beach, FL 32233 |
| Treasurer | Kirk L. Stone 929 12th Street North Jacksonville Beach, FL 32250 |
| Senior Vice-President | Norman Sullivan 2077 Corona Court Jacksonville, FL 32224 |
| Junior Vice-President | Michael W. Barker, Jr. 1103 Seabreeze Avenue Jacksonville Beach, Florida 32250 |
| Secretary | Steve BuyDasz 712 9th Street South Jacksonville Beach, FL 32250 |
| Chaplain | Gerald Johnson 203 Bay Street Neptune Beach, FL 32266 |
| Trustee/Director | Donald Bostic 1807 Eastern Drive Jacksonville Beach, Florida 32250 |
| Trustee/Director | Keith Ingle 24 Dolphin Court Ponte Vedra Beach, FL 32082 |

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, Florida Statutes (Not for Profit)

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill, 1009 21st Street North, Jacksonville Beach, Florida 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles:

| NAME | ADDRESS |
|------------|---|
| Kirk Stone | 929 12th Street North Jacksonville Beach, FL 32250 |


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 7th day of May 2003.


SIGNATURE OF INCORPORATOR
KIRK STONE

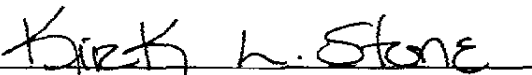
ARTICLES OF INCORPORATION
In Compliance with Chapter 617, Florida Statutes (Not for Profit)

CERTIFICATE DESIGNATING REGISTERED AGENT
and PLACE of BUSINESS or DOMICILE for the SERVICE of
PROCESS within FLORIDA, and ACCEPTANCE of AGENT
upon Whom PROCESS MAY BE SERVED

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

FIRST, that THE MEN'S AUXILIARY UNIT OF THE GREATER BEACHES POST 3270, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC., desiring to qualify under the laws of the State of Florida, with principal offices located at 915 8th Avenue South, Jacksonville Beach, Florida 32250, has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated: May 7, 2003


THE MEN'S AUXILIARY UNIT OF
THE GREATER BEACHES
POST 3270, VETERANS OF
FOREIGN WARS OF THE
UNITED STATES, INC.
BY: KIRK STONE, Treasurer

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



KAREN B. O'NEILL
Registered Agent for THE MEN'S AUXILIARY
UNIT OF THE GREATER BEACHES POST
3270, VETERANS OF FOREIGN WARS OF THE
UNITED STATES, INC.

EXHIBIT "A"