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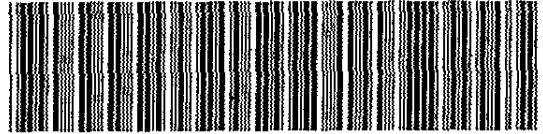
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FILED
03 MAY -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joseph E. Gayton

Attorney And Counselor At Law

May 28, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Attention: DORIS BROWN, Document Specialist
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
TREASURE ISLAND YOUTH AND REEF DEVELOPMENT PROGRAM, INC.
Ref. Number: W03000013989

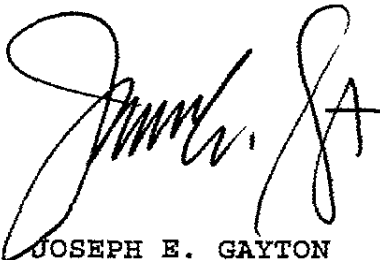
Dear Ms. Brown:

Pursuant to your telephone conversation with my paralegal, enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation which you returned to me, as well as your cover letter dated May 15, 2003.

Please be advised that there are FIVE directors listed under Article V, and that Article IV provides that at each annual meeting of the Board of Directors, two of those five directors will be replaced.

If there are any other problems or if you have any additional questions concerning these Articles of Incorporation, please do not hesitate to contact me at (727) 367-5558.

Sincerely yours,



JOSEPH E. GAYTON

JEG/thl
Enclosures

ARTICLES OF INCORPORATION
OF
TREASURE ISLAND YOUTH AND REEF DEVELOPMENT PROGRAM, INC.

FILED
03 MAY -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as subscriber of a corporation under the Florida Corporation Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is TREASURE ISLAND YOUTH AND REEF DEVELOPMENT PROGRAM, INC..

ARTICLE II

PRINCIPAL ADDRESS

The principal place of business and mailing address of the corporation is 146 - 107th Avenue, Treasure Island, Florida 33706.

ARTICLE III

PURPOSE

The specific purpose for which this corporation is organized is for the construction and creation of a simulated coral reef setting and to assist the education of youth who would otherwise be unable to do so in the observation and scientific study of marine life in a natural habitat.

ARTICLE IV

APPOINTMENT OF DIRECTORS

At the annual meeting of the Board of Directors, the Directors then serving on the Board shall appoint two (2) new

Directors for the coming year to replace two (2) outgoing Directors.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The initial Directors of the corporation shall be:

DANIEL JOE BAILEY
270 - 108th Street #10
Treasure Island, Florida 33706

HATSUE ASAI
270 - 108th Street #10
Treasure Island, Florida 33706

KEVIN KENNETH KING
702 Pruitt Drive
Madeira Beach, Florida 33708

WILLIAM I. TIRSCHFIELD, II
905 PARK STREET
SEFFNER, FLORIDA 33584

MARK EDWARD ROBERTS
POST OFFICE BOX 266
TERRA CEIA, FLORIDA 34250

ARTICLE VI

INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JOSEPH E. GAYTON at 116 Treasure Island Causeway, Treasure Island, Florida 33706.

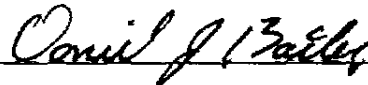
ARTICLE VII

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
DANIEL JOE BAILEY	146 - 107th Avenue Treasure Island, Florida 33706

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 5th day of
May, 2003.

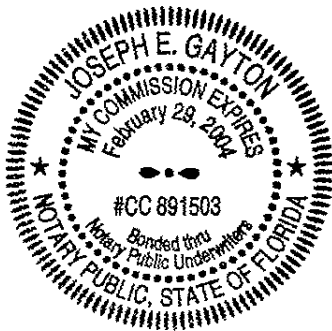


DANIEL JOE BAILEY

STATE OF FLORIDA :

COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared
this day, **DANIEL JOE BAILEY**, who is personally known to me,
who did take an oath, and who being first duly sworn, deposes
and states that he is the person referred to in the foregoing
Articles of Incorporation and that he is signing the same
freely and voluntarily for the purposes intended by said
Articles, on this 5th day of May, 2003.





NOTARY PUBLIC, State of Florida
My Commission expires:

REGISTERED AGENT CERTIFICATE

FILED
03 MAY -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **TREASURE ISLAND YOUTH AND REEF DEVELOPMENT PROGRAM, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, in the City of Treasure Island, Florida, County of Pinellas, State of Florida, has named **JOSEPH E. GAYTON**, located at 116 Treasure Island Causeway, in the City of Treasure Island, County of Pinellas, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

BY: _____


JOSEPH E. GAYTON