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DAY AND MEADE, P.A.

ATTORNEYS AT LAW

George E. Day Timothy I. Meade

32 Beal Parkway SW, Fort Walton Beach, FL 32548-5391
Phone: (850) 243-1234 Fax: (850) 664-5720
Email: Daymeade78@aol.com

8th July 2003

Department of State Division of Corporations 409 E. Gaimes Street P.O. Box 6327 Tallahassee, FL 32314

In Re: Articles of Incorporation of Class Act Group, Inc.

Our check in the amount of \$78.75 is attached with two copies of the Articles of Incorporation of Class Act Group, Inc. for filing.

Also attached is Certificate designating place of business and service of process.

Stamped self addressed envelope enclosed for your return stamped copy to us.

Thank you.

Sincerely,

GEORGE E. DAY Day and Meade, P.A.

Jeorge E. Clay

GED/d

Enc: Check in amount of \$78.75

Envelope for return copy to us

ARTICLES OF INCORPORATION OF CLASS ACT GROUP, INC.

for-profile

The undersigned, for the purpose of forming a not-for-profit or corporation under the "Florida Not-for-Profit Corporation Act" hereby adopts the following Articles of Incorporation.

ARTICLE ONE CORPORATE NAME

The name of the corporation is CLASS ACT GROUP, INC.

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE DEFINITIONS

The purpose for which the corporation is organized is:

A non-for-profit corporation to preserve the benefits earned, and foster the military history and espirit de corps of those military members who enlisted or were commissioned in the military service of the United States served for twenty (20) years or more, and retired from the Armed Forces; and their spouses. The group intends to assist longevity retired military members who have qualified for retirement benefits from the military services of the United States. The corporation intends to qualify under Section 501 of the Internal Revenue Code of 1986, or as amended. The corporation intends to obtain and maintain a list of members, organize and to establish communication with the membership as provided by the laws or policies of the officers of the corporation, and to do any other legal acts necessary to carry out the above described purpose.

ARTICLE FOUR REGISTERED AGENT

The Street address of the initial principal office of the corporation is 32 Beal Parkway SW, Fort Walton Beach, Florida 32548-5391, and the name and address of the initial registered office and agent is George E. Day, 32 Beal Parkway SW, Fort Walton Beach, Florida 32548-5391.

ARTICLE FIVE COMMENCEMENT OF CORPORATE EXISTENCE

The corporation existence shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE SIX POWERS

The corporation shall adopt an initial set of bylaws to govern the corporation at its September 2003 meeting.

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE SEVEN BOARD OF DIRECTORS

Members of the Board of Directors may participate in (special) meetings of the board of directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director, as described in the bylaws.

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

The first Board of Directors shall be appointed as set forth in these articles, and thereafter to be elected by a majority of the attending members at the bi-annual meetings of the corporation. The Board of

Directors of the corporation shall consist of three (3) directors. The names and addresses of the first Board of Directors are:

Name: Robert L. Reinlie____ 121 NW Virginia Drive

Fort Walton Beach, FL 32548

Name: George E. Day 32 Beal Parkway SW

Fort Walton Beach, FL 32548

Name: Doris M. Day 23 Bayshore Drive

Shlaimar, Florida 32579-2116

ARTICLE EIGHT AMENDMENT

This corporation via the Board of Directors reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them.

ARTICLE NINE INCORPORATOR

The name and address of said incorporator is:

Name: Robert L. Reinlie 121 NW Virginia Drive

Fort Walton Beach, FL 32548

ARTICLE TEN AGENT FOR PROCESS

That George E. Day, 32 Beal Parkway SW, Fort Walton Beach, Florida, is appointed agent of this corporation for service of process.

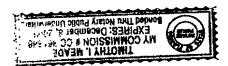
IN WITNESS WHEREOF, I have subscribed my name this the 7^{th} day of July 2003.

Polent L. Penilis ROBERT L. REINLIE

STATE OF FLORIDA COUNTY OF OKALOOSA

BEFORE ME, personally appeared ROBERT L. REINLIE, to me well known and known to me to be the person described in and who executed the foregoing instrument, and declare the foregoing to be his act and that the statements contained therein are true.

WITNESS my hand and official seal, this the $\frac{1}{2}$ day of June 2003.



NOTARÝ PUBLIC

My Commission Expires:

12-0-07

Personally known___or produced identification____
Type of identification produced ____

CERTIFCATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST – THAT THE CLASS ACT GROUP, INC. IS DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT WALTON BEACH, STATE OF FLORIDA, HAS GEORGE E. DAY, 32 BEAL PARWAY SW, FORT WALTON BEACH, FL 32548-5391 AS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GEORGE E. DAY

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

GEORGE E. DAY

IN JUL 11 PH 4: 22
ECRETARY OF STATE
ILLAHASSEE, FLORIDA