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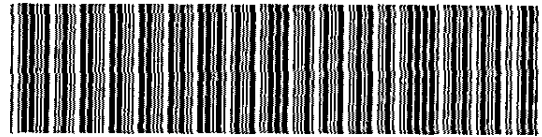
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SECRETARY OF STATE
TALLAHASSEE, FL 32310

Amend v Rest.

G. Coullie OCT 01 2004

VIA FEDERAL EXPRESS

September 15, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: THE RAFMAN CLUB FOUNDATION INC
FEI Number 562413960

To Whom It May Concern:

Kindly find the enclosed (original and one copy) Amended and Restated Articles of Incorporation of the Rafman Club Foundation Inc, a Florida nonprofit corporation, charitable and publicly supported, that filed initial Articles of Incorporation filed with the Division of Corporations on November 14, 2003.

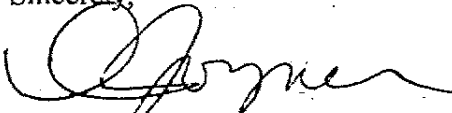
The Amended and Restated Articles of Incorporation, which include a **new registered agent, George D. Jordan, 2423 Caribbean Court, Orlando, FL 32805**, shall be effective upon filing.

Enclosed is a check for \$52.50 for the following:

- 1) \$35.00 Amended Record
- 2) \$8.75 Certified Copy of the Amended and Restated Articles
- 3) \$8.75 Certificate of Status

Thanks very much for your prompt attention to this matter.

Sincerely,



Odessia X. Joyner, Esq.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 24, 2004

GEORGE D. JORDAN
2423 CARIBBEAN CT.
ORLANDO, FL 32805

SUBJECT: THE RAFMAN CLUB FOUNDATION INC
Ref. Number: N03000010166

We have received your document for THE RAFMAN CLUB FOUNDATION INC and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 004A00056264

FLORIDA DEPARTMENT OF CORPORATIONS

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RECEIVED

VIA FEDERAL EXPRESS

September 29, 2004

Ms. Cheryl Coulliette
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: THE RAFMAN CLUB FOUNDATION INC
Ref. Number N03000010166

Dear Ms. Coulliette:

We received your letter dated September 24, 2004 returning our document. You did not return our check totaling \$52.50. Please use the check to file the enclosed document.

Kindly find the enclosed documents for filing:

- 1) Amended and Restated Articles of Incorporation (2 copies)
- 2) Resolution approving the amendment of the Articles of Incorporation
- 3) Acceptance of appointment as Registered Agent

The Amended and Restated Articles was amended to correctly state that The Rafman Club Foundation Inc shall have no members. The amendment to the articles was approved by the Board of Directors at the August 2004 meeting.

Sincerely,


George D. Jordan

2423 Caribbean Court
Orlando, Florida 32805

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE RAFMAN CLUB FOUNDATION INC

FILED
04 OCT - 1 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE RAFMAN CLUB FOUNDATION INC, the original Articles of Incorporation for which were filed with the Florida Department of State on November 14, 2003, does hereby amend and restate its Articles of Incorporation, in accordance with Section 617.1007, Florida Statutes, to read as follows:

ARTICLE 1 NAME

The name of the corporation shall be THE RAFMAN CLUB FOUNDATION INC. For convenience, the corporation shall be referred to in this instrument as the "Rafman Club."

ARTICLE 2 PURPOSE

The Rafman Club is organized to operate for exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including without limitation, the provision of services to disadvantaged individuals and families.

ARTICLE 3 ADDRESS OF INITIAL PRINCIPAL OFFICE

The principal office of the Rafman Club is P.O. Box 555883, Orlando, Fl 32855.

ARTICLE 4 PURPOSE AND POWERS OF THE RAFMAN CLUB

The Rafman Club is organized for charitable purposes, and shall not pay dividends or part of any income of the Rafman Club to its members, directors or officers. The Rafman Club is formed to provide for, among other things, the organization and collaboration of retired Air Force, Marine Corps., Army and Navy (RAFMAN) community servants who will provide human and social services to disadvantaged retired, disabled and elderly persons and disadvantaged low-income youth and families in the Central Florida area. The Rafman Club shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles or Bylaws. The Rafman Club shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Rafman Club for the benefit of disadvantaged citizens. The duties and powers of the Rafman Club shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

The affairs of the Rafman Club shall be conducted in such a manner at all times as to maintain its charitable character and status, and to qualify for tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE 5 MEMBERSHIP

The Rafman Club shall have no members.

ARTICLE 6 BOARD OF DIRECTORS

The business and affairs of the Rafman Club shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) members, but may be enlarged by a majority of the Board of Directors to as many as eleven (11) members. Thereafter the number of directors on the Board of Directors may be no less than three (3) and no more than eleven (11) members and may be increased upon approval of a majority of the members, provided that there shall always be an odd number of directorships created. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE 7 OFFICERS

The affairs of the Rafman Club shall be administered by the officers designated in the Bylaws. The officers of the Rafman Club shall consist of a President, a Vice President, a Secretary, a Treasurer, and other such officers as the Board may by resolution create. Any two (2) or more offices may be held by the same persons, except for the offices of President and Secretary. The powers, duties and responsibilities of each officer, as well as the election of the original officers and their successors and the term of each office, shall be governed by the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE 8 INDEMNIFICATION

To the extent permitted by law, the Rafman Club shall indemnify upon demand any person who is a party or is threatened to be made a party to any pending or threatened litigation or proceeding by virtue of their status, or actions taken in furtherance of their duties and obligations, as an officer or director of the Rafman Club. The Rafman Club shall indemnify any such person from and against any loss or expense, including reasonable attorneys' fees, incurred by such director or officer by reason of such proceedings or threatened proceedings. Such indemnification shall include all judgments and fines levied against any such officer or director and also all sums expended in settlement of any such litigation or proceedings (provided that any such settlement is approved in writing by the Rafman Club prior to its adoption); provided, however, that the Rafman Club shall have no obligation to indemnify any officer or director who fails to act in good faith, in a manner reasonably believed to be in the best interest of the Rafman Club, taking into account the fiduciary obligations imposed herein, or for liabilities resulting from the intentional or willful misconduct of such officer or director, or from any criminal acts of such officer or director (unless said officer or director had reasonable grounds to believe the conduct in question was lawful), or in the event that a court of competent jurisdiction determines that based upon the relevant facts and law, such indemnification should be denied based on equitable or public policy considerations.

ARTICLE 9 BYLAWS

The Bylaws of the Rafman Club shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 10 AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment.

ARTICLE 11 INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

George D. Jordan 2423 Caribbean Court, Orlando, FL 32805

ARTICLE 12 REGISTERED OFFICE AND AGENT

The registered office of the Rafman Club 2423 Caribbean Court, Orlando, FL 32805, and the name of the initial registered agent of the Rafman Club shall be George D. Jordan.

ARTICLE 13 TERM OF EXISTENCE

The Rafman Club shall have perpetual existence unless dissolved according to law. The effective date of these Amended and Restated Articles of Incorporation will be the date of their filing with the Florida Department of State.

ARTICLE 14 NET EARNINGS

No part of the net earnings of the Rafman Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Rafman Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes. No substantial part of the activities of the Rafman Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Rafman Club shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Rafman Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, of 1986, as amended or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE 15 DISSOLUTION

A. 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, distribute the assets of the Corporation to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of September, 2004.

By: 
George B. Jordan, Vice President

**RESOLUTION
OF THE RAFMAN CLUB FOUNDATION INC
AUTHORIZING THE AMENDMENT OF THR ARTICLES OF INCORPORATION**

WHEREAS, The Rafman Club Foundation Inc (the "Corporation") is a charitable organization supported by public contributions to provide assistance to disadvantaged citizens, including youth and the elderly, and

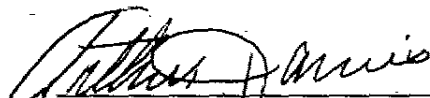
WHEREAS, the Corporation has no members; and

WHEREAS, the Board of Directors has unanimously determined that the Corporation should obtain tax exempt status to increase the level of support for its activities, and


WHEREAS, the Articles of Incorporation (the "Articles") filed with the Department of State on November 14, 2003 should be amended to correspond with the requirement of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, BE IT RESOLVED the Board of Directors of the Corporation authorizes the Vice President of the Corporation to consult with legal counsel regarding the requirements for tax exemption, and execute the amended articles of incorporation and any ancillary documents necessary to amend and restate the Corporation's Articles and obtain tax exempt status.

Effective Date: August 20, 2004



Arthur Jarvis, President

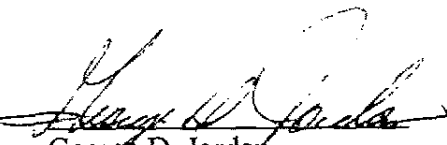


George D. Jordan, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of THE RAFMAN CLUB FOUNDATION INC

By:



George D. Jordan
2423 Caribbean Court
Orlando, Florida 32805