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**ARTICLES OF INCORPORATION OF
THE TITUS FOUNDATION, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is The Titus Foundation, Inc.

ARTICLE II.

Duration

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over and distributed to one or more exempt purposes within the meaning of Sections 501(c)(3) of the Code, as defined herein, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purposes

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Code. The primary purpose for which this Corporation is organized is to support the education, development, and physical well-being of "at-risk" and under-privileged children of all backgrounds by affording them the opportunity to develop as individuals and athletes. The Corporation shall accomplish this purpose by raising

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funds to provide physical fitness and athletic training for such children. The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, pursuing grants to develop athletic and physical fitness educational training programs for such children, raising funds to secure access for such children to athletic training and physical fitness programs, providing funding, including scholarship funds, to allow such children to participate in athletic and physical fitness training programs and otherwise supporting organizations sharing goals consistent with the general purposes expressed herein. The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE IV.

Dedication and Use of Assets

All of the funds and other property of this Corporation and any monies or other benefits from its operations shall be used solely for the charitable projects in furtherance of the purposes of the Corporation. In addition, all of the funds and other property may be distributed to such charitable, religious, scientific, literary, or educational organizations that are exempt from federal income tax under Section 501(c)(3) of the Code or that are described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Code, as the Directors determine. In all events, the Corporation shall distribute the income and principal 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 the corresponding section of any future federal tax code.

No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any

other persons except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office or engage in activities or have objectives that characterize the Corporation as a political action organization. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Prohibited Transactions

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended. No part of the Corporation's assets shall inure to the benefit of any individual, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office or engage in activities or have

objectives that characterize the Corporation as a political action organization. The Corporation shall not engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of one or more of its purposes as stated in Article III. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in a manner that would incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code. The Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.

ARTICLE VI.

Membership

The Corporation shall have no members.

ARTICLE VII.

Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The street address of the principal office of the Corporation is 163 Leah Martin Court, Tallahassee, Florida 32317.

The street address of the initial registered office of the Corporation is 1300 Thomaswood Drive, Tallahassee, Florida 32312.

The name of the initial registered agent at such address is Michael P. Bist.

ARTICLE VIII.

Initial Directors

There shall be three (3) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director is as follows:

Adam Faurot
P. O. Box 16575
Tallahassee, Florida 32317

Sue Semarau
2821 Turkey Hill Trail
Tallahassee, Florida 32301

Kenneth Hoffman
215 South Monroe Street
Suite 420
Tallahassee, Florida 32301

ARTICLE IX.

Incorporator

The name and address of the incorporator of this Corporation is Adam Faurot, P.O. Box 16575, Tallahassee, Florida 32317.

ARTICLE X.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such

action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts

expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article X shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE XI.


Management of Corporate Affairs

(a) **Board of Directors:** The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall be three (3); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors. At no time shall the number of directors be less

than three (3). The initial board of directors shall consist of the persons named herein. Thereafter the board of directors shall consist of such persons as may be chosen from time to time by a majority of the members of the board of directors then serving. Each director shall serve until his successor is named by the board of directors.

(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on December 20, 2003.



Adam Faurot

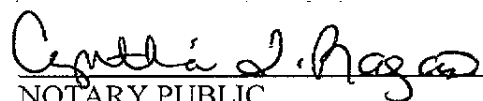
STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Adam Faurot, to me personally known or who has produced N/A as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30th day of December, 2003.



Cynthia T. Ragans
MY COMMISSION # DD063018 EXPIRES
November 22, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

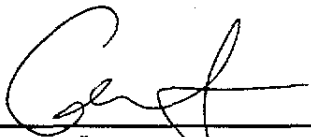


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My commission expires:

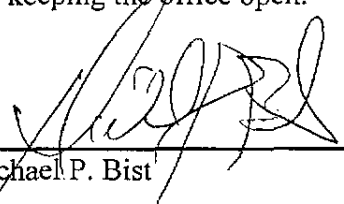
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

The Titus Foundation, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Michael P. Bist, 1300 Thomaswood Drive, Tallahassee, Florida 32312 as its initial Registered Agent and Office.

By: 
Adam Faurot, Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Michael P. Bist

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