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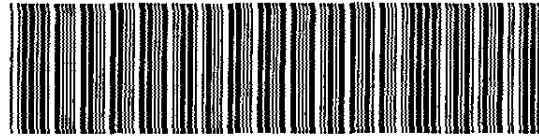
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN FEB - 9 2004

Restated

JAMES E. BANAHAN
14888 Crescent Cove Drive
Fort Myers, Fl. 33908

Telephone (239) 489-1065

January 30, 2004

Secretary Of State
Corporation Division
409 E. Gaines St.
Tallahassee, Fl. 32399

Enclosed are the Restated Articles of Incorporation for Gulf Harbour Memorial Foundation, Inc. for filing along with my check for \$43.75. Please return to me a Certified copy of the Restated articles to the above address.

If there is any need for more information please call me for we wish to expedite this matter so we can proceed with our Fund Raising project for the Children's Advocacy Center of SW Florida.

Thank you

A handwritten signature in cursive script, appearing to read "J E Banahan".

J. E. Banahan

Restated Articles of Incorporation

GULF HARBOUR MEMORIAL FOUNDATION, INC

The Undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
GULF HARBOUR MEMORIAL FOUNDATION, INC

Article II

The principal place of business address and mailing address of this corporation shall be:
11640 COURT OF PALMS
#404
FORT MYERS, FLORIDA, USA, 33908

Article III

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV

The initial four directors are to be appointed by the Incorporator and thereafter the method of election of directors shall be as stated in the by laws.

Article V

The name and Florida street address of the registered agent is:
ARNOLD M. HARRIS
11640 COURT OF PALMS
#404
FORT MYERS, FLORIDA 33908

Article VI

The name and address of the incorporator is:
ARNOLD M. HARRIS
11640 COURT OF PALMS
#404
FORT MYERS, FLORIDA 33908

Article VII

The initial officer and director of the corporation is:
Title: President and Director
ARNOLD M. HARRIS
11640 COURT OF PALMS
#404
FORT MYERS, FLORIDA 33908

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Article VIII

The effective date for this corporation shall be: January 9, 2004

Article IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article three hereof. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

On January 9, 2004, the restatement of the Articles of Incorporation were unanimously adopted by the Board of Directors. There are no members of the Corporation and, hence, there were no members entitled to vote on amendments to the Articles of Incorporation.

GULF HARBOUR MEMORIAL FOUNDATION, INC



Arnold M. Harris, President
January 16, 2004