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TALLAHASSEE, FLORIDA

04 JAN 12 AM 7:49

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Project:Armstrong, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Philip K. Clarke, Esq.
Name (Printed or typed)

Kass, Shuler et al, P.O. Box 800
Address

Tampa, FL 33601
City, State & Zip

(813) 229-0900 x 1305
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

PROJECT:ARMSTRONG, INC.

The undersigned acting as sole incorporator of a corporation (the "Corporation") not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the Corporation.

ARTICLE I

Name

The name of the Corporation is: Project:Armstrong, Inc.

Address

The mailing address and principal place of business of the Corporation is 19140 Weymouth Drive, Land o' Lakes, Florida, 34639.

ARTICLE II

Purpose

The Corporation is a not for profit corporation. The purposes for which the Corporation is incorporated is as follows:

(a) The specific and primary purpose for which this Corporation is formed is to promote physical fitness for physically handicapped children, and all other purposes permitted by Florida Statutes, §§ 617.01011 et seq.

(b) The general purposes for which this Corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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TALLAHASSEE, FLORIDA

ARTICLE III
Initial Registered Office and Agent

The registered agent of the Corporation and its initial registered office is: Philip K. Clarke, Esq., Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A., 1505 N. Florida Avenue, P.O. Box 800, Tampa FL 33601.

ARTICLE IV
Directors/Officers

The initial number of members of the Board of Director's shall be Five (5). The number of Directors may be increased or decreased from time to time as set forth in the bylaws of the Corporation, provided that the Corporation shall have a minimum of Five (5) and a maximum of Twenty (20) Directors.

The name and address of the initial Directors and officers of the Corporation are as follows: N/A

ARTICLE V
Manner of Election

There shall be no members. The initial Directors shall be appointed by the Incorporator. Thereafter directors shall be appointed by the board of Directors, in the manner, and for the terms, as established in the Bylaws of the Corporation.

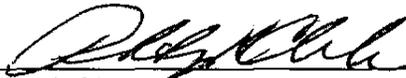
ARTICLE VI
Dissolution

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Incorporator

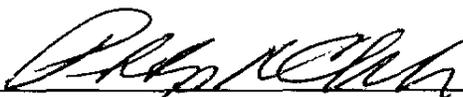
The name and address of the Incorporator signing these Articles of Incorporation is: Philip K. Clarke, Esq., Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A., 1505 N. Florida Avenue, P.O. Box 800, Tampa FL 33601.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ^{8th} day of January, 2004.


Philip K. Clarke, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A., 1505 N. Florida Avenue, Tampa FL 33601, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


Philip K. Clarke, Esq.

Dated: January ^{8th} 2004.