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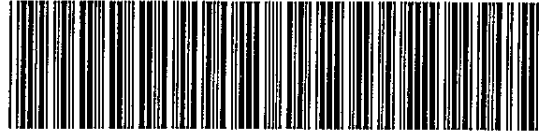
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GIBBS LAW FIRM, P.A.

Attorneys and Counselors at Law

5666 SEMINOLE BOULEVARD, SUITE TWO
SEMINOLE, FLORIDA 33772

TELEPHONE: (727) 399-8300
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December 9, 2003

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

SUBJECT: Blackthorn Memorial Foundation, Inc.

Dear Sirs:

Enclosed are an original and one copy of the articles of incorporation and a check for \$78.75 (filing fee and certified copy).

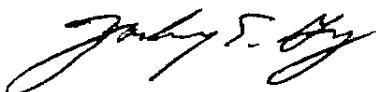
Once filed, please return the certified copy of the articles to:

Gibbs Law Firm, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS LAW FIRM, P. A.



Zachary S. Gray

**Articles of Incorporation
of
Blackthorn Memorial Foundation, Inc.**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is BLACKTHORN MEMORIAL FOUNDATION, INC.

Article 2

The principle place of business and the mailing address of this corporation is 5830 12th Street North, St. Petersburg, Florida 33703, Pinellas County.

Article 3

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the maintenance, management, and beautification of the memorial to the casualties of the *United States Coast Guard Cutter Blackthorn* collision and sinking on January 28, 1980, located in the Sunshine Skyway Bridge Rest Area, Section 15170, State Road 55 (U. S. Highway 19), Hillsborough County, Florida, and to engage in any other activity not prohibited to corporations under the Florida Not For Profit Corporation Act that is in furtherance of tax exempt purposes.

Article 4

The corporation shall not have members. The affairs of the corporation shall be conducted by its board of directors. The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors. The names and addresses of the initial directors of the corporation are:

John L. Chassereau, Jr.	7144 20 th Street North, St. Petersburg, Florida 33702
John L. Chassereau, Sr.	5830 12 th Street North, St. Petersburg, Florida 33703
Cheryl Nicklay	31815 West Chicago, Livonia, Michigan 488150
Molly Prosko	11423 State Highway 213, Toronto, Ohio 43964
James Tavis Rovolis	606 Wando Street, Columbia, South Carolina 29205
Francis R. Wilson	1875 69 th Avenue North, St. Petersburg, Florida 33702
Roy Yawn	7670 85 th Lane, Largo, Florida 33777

Article 5

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 tax-exempt purposes of the corporation set forth in Article 3.

Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 7

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.

Article 8

The street address of the initial registered office of the corporation is 7144 20th Street North, St. Petersburg, Florida 33702 and the name of the initial registered agent of the corporation at the initial registered office is John L. Chassereau, Jr.


Article 9

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 10

The period of the duration of the corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 13 day of Dec, 2003.


John L. Chassereau, Jr., Incorporator

**Certificate of Designation
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

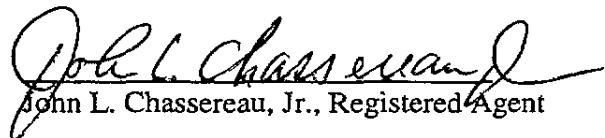
1. The name of the corporation is: **BLACKTHORN MEMORIAL FOUNDATION, INC.**

2. The name of the registered agent and office is: **JOHN L. CHASSEREAU**, and the address of the registered office is **7144 20TH STREET NORTH, ST. PETERSBURG, FLORIDA 33702.**

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

13 Dec 03
Date


John L. Chassereau, Jr., Registered Agent