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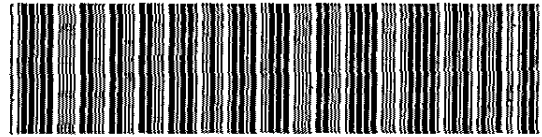
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TALLAHASSEE, FLORIDA
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GEORGE G. PAPPAS, P.A.

Attorneys at Law

901 N. Hercules Ave., Ste. C
Clearwater, FL 33765

Office (727) 447-4999
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October 15, 2004

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

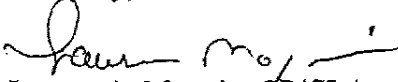
SUBJECT: FRPG Charitable Foundation Corporation

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

\$78.75 Filing Fee & Certificate of Status

Please contact me at extension 106 if you have any comments or questions.

Sincerely,


Lauren A. Moquin, CP/CLA

:lam

Enclosures

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be:
FRPG Charitable Foundation Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2181 Logan Street
Clearwater FL 33765**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

This corporation is a nonprofit public benefit corporation, is not organized for the private gain of any person, and is organized exclusively for social purposes and for the furtherance and promotion of the charitable causes, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. It is organized under the Florida Not for Profit Corporation Act.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Method of nominating and electing directors: The Founding Directors named in Article V shall hold director positions until the sooner of their demise or their resignation, whichever occurs first. In the event a Founding Director resigns or deceases, an additional elected director shall be elected in their place according to the manner and method of election of elected directors set forth herein. The "elected directors" named above shall hold the director position for a term of one year from the date of incorporation. Thereafter, the elected directors shall hold the director position for a term of one year and will be elected on an annual basis upon a vote of the members on an at-large basis, each member voting once per open director's seat for the slate of nominees. At least sixty days, but in not event less than thirty days prior to the election, the members of the corporation in good standing shall nominate director designates to the Board. Notice of the nominations shall be made available to the membership, including the names and qualifications of any nominee, no later than 10 days prior to the date of the election. The Board shall give the members at least 10 days notice of any election of directors. All time periods shall be in calendar days. The Board shall provide a ballot for the membership to record their vote, one member shall have one vote per open director seat. The Board shall promulgate such other rules and procedures governing the

election process in their discretion which shall be approved by a majority vote of the directors. The directors receiving the largest number of votes shall be sworn in as directors and shall replace the outgoing directors 10 days following the declaration of the election results. The Board shall make available to all members the election results upon request of any member.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Nick Intzes, President
1844 Highland Ave, Clearwater FL 33755

George Pappas, Vice President
607 Clearwater-Largo Rd, Largo FL 33770

John Petalas, Secretary
11775 Seminole Blvd, Seminole FL 33778

Peter Retsos, Treasurer
1097 N. Pinellas Ave, Tarpon Springs FL 34689

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

George G. Pappas, PA
901 N Hercules Ave, Ste C
Clearwater FL 33765

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

George G. Pappas, Esquire
George G. Pappas, PA
901 N Hercules Ave, Ste C
Clearwater FL 33765

ARTICLE VIII: TAX EXEMPT REQUIREMENT

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or 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 purpose or purposes set forth in Article Three hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

ARTICLE IX DEDICATION OF ASSETS/DISTRIBUTION ON DISSOLUTION

The assets of this corporation are irrevocably and permanently dedicated to the purposes set forth in Article Three. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such court shall determine, that are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent  Date 10/15/04

Signature/Incorporator  Date 10/15/04

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