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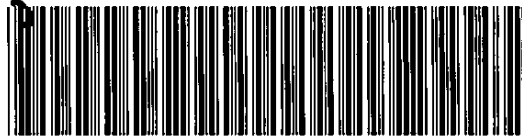
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RISSMAN, BARRETT, HURT, DONAHUE & MCLAIN, P. A.

ATTORNEYS AT LAW

STEVEN A. RISSMAN
ROBERT C. BARRETT
JENNINGS L. HURT III
ROBERT A. DONAHUE
JOHN E. MCLAIN III
RICHARD S. WOMBLE
JOHN P. DALY
HILLAREY A. MCCALL
STACIE B. GREENE
THEODORE N. GOLDSTEIN
RAYMOND A. LOPEZ
VANCE R. DAWSON
RICHARD B. MANGAN JR.
HENRY W. JEWETT II
DANIEL M. POLLACK
ART C. YOUNG
DAVID B. MOFFETT
NICOLE D. RUOCCO
DANIEL T. JAFFE
BEATRIZ E. JUSTIN

OF COUNSEL
ROBERT J. JACK
DAVID H. POPPER
ALFRED L. FRITH

EXECUTIVE DIRECTOR
W. SCOTT PETERSON

R. CLIFTON ACORD II
ROBERT D. BARTELS

201 EAST PINE STREET
15TH FLOOR
P. O. BOX 4940
ORLANDO, FLORIDA 32802-4940
TELEPHONE (407) 839-0120
TELECOPIER (407) 841-9726
ORLANDO@RISSMAN.COM

TAMPA COMMONS
ONE NORTH DALE MABRY HIGHWAY
11TH FLOOR
TAMPA, FLORIDA 33609
TELEPHONE (813) 221-3114
TELECOPIER (813) 221-3033
TAMPA@RISSMAN.COM

100 RIALTO PLACE, SUITE 753
MELBOURNE, FLORIDA 32901
TELEPHONE (321) 541-1028
TELECOPIER (321) 541-1029
MELBOURNE@RISSMAN.COM

2046 TREASURE COAST PLAZA, #328
VERO BEACH, FLORIDA 32960
TELEPHONE (772) 569-7960
TELECOPIER (772) 569-4513
VERO@RISSMAN.COM

207 SOUTH SECOND STREET
FT. PIERCE, FLORIDA 34950
TELEPHONE (772) 409-1480
TELECOPIER (772) 409-1481
FTPIERCE@RISSMAN.COM

DAVID K. BEACH
BRADLEY S. BELL
EDWARD M. COPELAND IV
SUSAN K. CURTIS
TAMMY B. DENBO
GUY S. DIMARTINO
JOSEPH R. FITOS
LAURA B. FLOYD
PAUL B. FULMER
JANNINE C. GALVEZ
J. GREGORY GIANNUZZI
BRIAN P. HASKELL
F. DEAN HEWITT
JEFFREY J. KERLEY
DAVID R. KUHN
WENDELYN J. LANE
JAMIE R. LAPPAS
G. WILLIAM LAZENBY IV
MICHAEL E. MCCABE
ELIZABETH P. MULLIGAN
KARISSA L. OWENS
WENDY L. PEPPER
ROBERT H. PETERSON
AMANDA H. REHER
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NICOLE SMITH
JILL M. SPEARS
F. PAUL TIPTON
CHRISTIAN P. TROWBRIDGE
JASON R. URBANOWICZ
KAREN M. WALKER
DAVID T. WHITE III

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PLEASE REPLY TO: TAMPA

August 4, 2006

Registration Section
Division of Corporations
P.O. Box 1300
Tallahassee, FL 32302-1300

RE: Michael Clayton Generation Next, Inc.

Dear Sir or Madam:

Enclosed please find the original Amended Articles of Incorporation for Michael Clayton Generation Next, Inc., as well as the Application for Registration of Fictitious Name. In order to obtain tax-exempt status from the IRS, I need a certification of filing for both the original and the Amended Articles of Incorporation. As indicated on the Application for Registration of Fictitious Name, I would also like a Certified Copy of the registration.

We called and spoke with a representative from your department and were advised we will need to pay the following fees:

Filing Amended Articles	\$35.00
Certification of Amended Articles	\$ 8.75
Certification of original Articles	\$ 8.75
Filing Registration for Fictitious Name	\$50.00
Certification of Fictitious Name	\$30.00

TOTAL

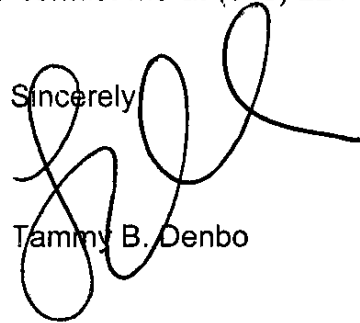
\$132.50

I am enclosing our firm's check # 4455 in the amount of \$132.50 for the filing fees and certifications referenced above. Please mail the certifications to:

Tammy B. Denbo
Rissman, Barrett, et al
1 N Dale Mabry Hwy
11th Floor
Tampa, FL 33609

If you have any questions, please feel free to contact me at (813) 221-3114. Thank you.

Sincerely

A handwritten signature in black ink, appearing to be 'TBD', written over the word 'Sincerely'.

Tammy B. Denbo

TBD
Enclosures

**AMENDED ARTICLES OF INCORPORATION
OF
MICHAEL CLAYTON GENERATION NEXT, 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:

MICHAEL CLAYTON GENERATION NEXT, INC.

ARTICLE II

The principal place of business address is:

**14020 Waterville Circle
Tampa, FL 33626**

The mailing address of the corporation is:

**14020 Waterville Circle
Tampa, FL 33626**

ARTICLE III

This specific purpose for which this corporation is organized is:

To raise money to make charitable contributions to established charitable organizations and to make any other lawful charitable contributions or donations; to receive contributions and pay them over to organizations that are described in Section 501(c)(3) and exempt from taxation under Section 501(a).

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code.

No part of the organizations' net earnings shall inure to the benefit of private shareholders or individuals.

The organization will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

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TALLAHASSEE, FLORIDA

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 III 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 publication and 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 IV

The manner in which directors are elected or appointed is:

Majority Vote

ARTICLE V

Upon the dissolution of this organization, assets shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE VI

The corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

ARTICLE VII

The name and Florida street address of the registered agent is:

**Tammy B. Denbo, Esq.
Rissman, Barrett, Et Al
1 North Dale Mabry, 11th Floor
Tampa, FL 33609**

ARTICLE VIII

The name and address of the incorporator is:

**Tammy B. Denbo, Esq.
Rissman, Barrett, Et Al
1 North Dale Mabry, 11th Floor
Tampa, FL 33609**

ARTICLE IX

The initial officers and/or directors of the corporation are:

Title:	Director
Michael Clayton	
14020 Waterville Circle	
Tampa, FL 33626	

Title:	Director
Jason Wahlers	
c/o Tampa Bay Buccaneers	
One Buc Place	
Tampa, FL 33609	

Title:	Director
Tom Szubka	
c/o Tampa Bay Buccaneers	
One Buc Place	
Tampa, FL 33609	

Title:
Shirley Patty
825 North Carrollton Ave.
Baton Rouge, LA 70806

Director

Title:
Rolfe McCollister
P.O. Box 1949
Baton Rouge, LA 70821

Director

Title:
Art Moore
11716 Villa Ave.
Baton Rouge, LA 70810

Director

Title:
Mike Wampold
4171 Essen Ln., #450
Baton Rouge, LA 70809

Director

ARTICLE X

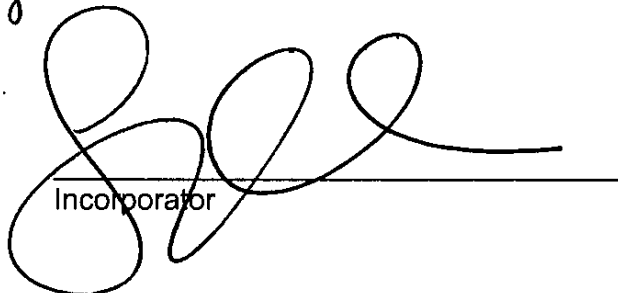
The effective date for this corporation shall be:

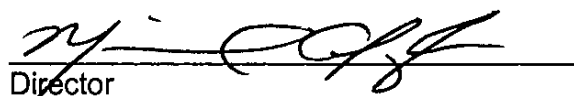
May 4, 2005

ARTICLE XI

This is to certify that all members entitled to vote on these amendments did, in fact, vote unanimously on June 15, 2006, for the amendments and that a unanimous vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 4th day of August, 2006.


Incorporator


Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

MICHAEL CLAYTON GENERATION NEXT, INC.

The name and address of the registered agent and office is:

Tammy B. Denbo, Esq.

Rissman, Barrett, Et Al

1 North Dale Mabry, 11th Floor

Tampa, FL 33609

Having been named as registered agent and to accept service of process for the above stated 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.



Registered Agent

Date 8/4/06



Director

Date 8/4/06