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Harvey J. Spinowitz, P.A., Attorneys at Law

1421 Court Street, Suite C, Clearwater, Florida 33756 Tel. (727) 449-9929 Fax. (727) 449-2728

Harvey Jay Spinowitz*
Julie Beth Jouben

*Admitted in Florida, New Jersey and New York

September 13, 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: USS GUAM LPH-9 ASSOCIATION, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida non-profit Corporation.

Please provide a certificate of status and a certified copy of these articles.

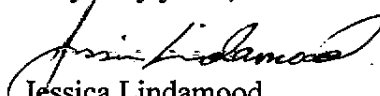
A check for \$87.50 is enclosed. This represents payment for:

1. Articles of Incorporation
2. Designation of and Acceptance by a Registered Agent
3. Certificate of Status
4. Certified Copy of Articles of Incorporation

Also enclosed please find a return envelope for your use in returning these papers to me.

If you have any questions, please call me.

Very truly yours,


Jessica Lindamood
Legal Assistant

encls.

**ARTICLES OF INCORPORATION
OF
USS GUAM LPH-9 ASSOCIATION, INC.**

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The undersigned incorporator, for the purpose of forming a not for profit corporation in compliance with Chapter 617, F.S., hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is USS Guam LPH-9 Association, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1421 Court St., Suite C, Clearwater, FL 33756.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is to sponsor or participate in activities of a patriotic nature and to provide social and recreational activities for its members, who are members or former members of the United States Navy, who have served aboard the USS Guam LPH-9, or such members' or former members' spouses, widows, widowers and/or children.

ARTICLE IV. MANNER OF ELECTION.

The manner in which the directors/executive committee are elected or appointed is: officers are elected by a majority of members present at a business meeting held yearly and each officer is a director/member of the executive committee, along with all past presidents and the founding members. In addition, some officers are appointed by the duly elected President of the corporation.

ARTICLE V. INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors/members of the executive committee are:

Frank Walker, 932 East Hyde Park, St. Joseph, MO 64504
Garland Braniger, 435 Millpond Dr., Sandusky, OH 44870
Harvey J. Spinowitz, 3980 Eagle Cove E. Dr., Palm Harbor, FL 34685
Mark Rudolph, 6035 Stark Dr., Brook Park OH 44142
Richard Hamann, 6505 S.W. Broad oak Dr., Aloha, OR 97007
William Buchannan, 61 Crenshaw Dr., Flanders, NJ 07836
Gary DeWitt, 709 Bishop Dr., Virginia Beach, VA 23455
Douglas Thiele, 3720 W. 13th Ave., Cape Coral, FL 33914
Gary Snyder, 224 Black Horse Dr., Strasburg, PA 11579

The names and addresses of the initial officers are:

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President/Storekeeper:

Frank Walker, 932 East Hyde Park, St. Joseph, MO 64504

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Vice-president:

Garland Braniger, 435 Millpond Dr., Sandusky, OH 44870

Secretary/Auditor/Reunion Co-Chairman:

Harvey J. Spinowitz, 3980 Eagle Cove E. Dr., Palm Harbor, FL 34685

Treasurer:

Mark Rudolph, 6035 Stark Dr., Brook Park OH 44142

Reunion Chairman:

Richard Hamann, 6505 S.W. Broad oak Dr., Aloha, OR 97007

Historian:

Gary DeWitt, 709 Bishop Dr., Virginia Beach, VA 23455

Master-At-Arms:

William Buchanan, 61 Crenshaw Dr., Flanders, NJ 07836

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Harvey J. Spinowitz, 1421 Court St., Suite C, Clearwater, Florida 33756.

ARTICLE VII. INCORPORATORS.


The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Harvey J. Spinowitz, 1421 Court St., Suite C, Clearwater, Florida 33756.

The undersigned has executed these articles of incorporation on this 13th day of September, 2005.


Harvey J. Spinowitz

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

Dated: September 13, 2005


Harvey J. Spinowitz