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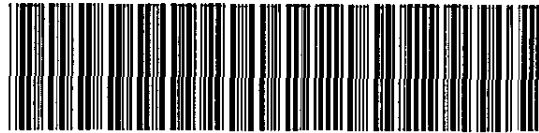
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GRAY | ROBINSON  
ATTORNEYS AT LAW

Joseph D. Ort

407-244-5635

JORT@GRAY-ROBINSON.COM

November 17, 2005

SUITE 1400  
301 EAST PINE STREET (32801)  
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ORLANDO, FL 32802-3068  
TEL 407-843-8880  
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Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Guys With Ties, Inc.

Dear Sir/Madam:

Enclosed are Articles of Incorporation for the above-named corporation, along with a check in the amount of \$87.50 for the filing fee for those Articles. Please process those documents at your earliest convenience and return a certificate and certified copy of the Articles to this office.

Thank you in advance for your cooperation. If you have any questions, please do not hesitate to contact the undersigned.

Cordially,

Joseph D. Ort

JDO/db

Enclosure

FILED

**ARTICLES OF INCORPORATION  
OF  
GUYS WITH TIES, INC.  
A FLORIDA "NOT FOR PROFIT" CORPORATION**

2005 NOV 21 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned, who is a citizen of the United States, acting as incorporator of a not for profit corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be Guys With Ties, Inc.

**ARTICLE II - PURPOSES**

Said corporation is organized exclusively for charitable, educational and scientific purposes and consist of the following:

- i. To accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes;
- ii. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, eliminate blight, provide affordable housing and provide needed services;
- iii. To lesson the burdens of government, lesson neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration;
- iv. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- v. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a corporation, contributions to which are deductible under Section 170 of the Code.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Corporation, or as a reimbursement for reasonable expenses incurred in support of the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

#### ARTICLE I - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:

i. The Corporation will distribute its income for each tax year at a time and in a manner as not to 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.

ii. 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.

iii. 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.

iv. 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.

v. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE II - MEMBERS

The Corporation shall have no members. The business and affairs of the Corporation shall be governed solely by the Corporation's Board of Directors.

## ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

## ARTICLE IV - BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. Additionally, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors shall be elected as provided in the Bylaws. Each Director shall serve the Corporation until his or her successor is duly appointed and seated in accordance with the Corporation's Bylaws. The number of Directors may be either increased or decreased at any time or from time to time in accordance with the Bylaws, but shall never be less than three (3).

The number of persons constituting the Corporation's Board of Directors as of the date hereof is eight (8), and the names of the persons who are serving as the Corporation's Directors as of November 17, 2005, are as follows:

Joseph D. Ort	Andrew J. Jones
Jedediah Main	Jack Elkins
Andrew Svoboda	Preston Clements
Ryan Deming	Gary Visser

The address of each of the Corporation's Directors is c/o Joseph D. Ort, GrayRobinson, P.A., 301 East Pine Street, Suite 1400, Orlando, Florida, 32801.

The Corporation's Board of Directors may designate one or more committees to report to and otherwise advise and assist the Board of Directors with the management of the business of the Corporation, including without limitation, an Executive Committee and an Event Committee.

Each such committee shall be chaired by a member of the Board of Directors and shall have such powers and duties as shall be determined by the Board of Directors from time to time.

#### ARTICLE V - OFFICERS

The Corporation's Board of Directors shall, in accordance with the Bylaws, appoint officers who will manage the day-to-day affairs of the Corporation. The names and titles of those persons who are currently serving as the officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Andrew Jones	Chairman of the Board
Joseph D. Ort	President
Ryan Deming	Vice President
Andrew Svoboda	Secretary
Preston Clements	Treasurer

#### ARTICLE VI - BYLAWS

The Corporation's Bylaws shall be approved by resolution adopted by a majority of the full Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the full Board of Directors

#### ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law.

#### ARTICLE IX - DISSOLUTION

The Corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

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ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Joseph D. Ort  
c/o GrayRobinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

ARTICLE VIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The principal office and/or mailing address of the Corporation shall be:

Joseph D. Ort  
c/o GrayRobinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

ARTICLE XI - INCORPORATOR AND ADDRESS

The name of the Incorporator and the street address of the Incorporator are as follows:

Joseph D. Ort  
c/o GrayRobinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

ARTICLE XII - INDEMNITY

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

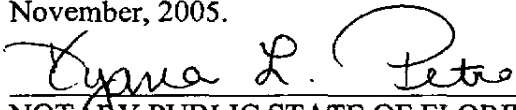
IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by the incorporator on this 17th day of November, 2005.

  
Joseph Daniel Ort  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Joseph Daniel Ort who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of November, 2005.

  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:



Dyana Lynn Petro  
Commission #DD215268  
Expires: May 26, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.



**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Guys With Ties, Incorporated, a Florida not for profit corporation.

Joseph Daniel Ort

11/17/05  
Date

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Joseph Daniel Ort who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as Registered Agent and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of November, 2005.

Dyana L. Petro  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



Dyana Lynn Petro  
Commission #DD215268  
Expires: May 26, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.