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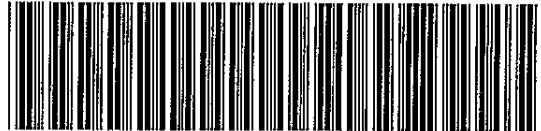
(Business Entity Name)

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02/20/06--01003--002 **35.00

02/10/06--01039--006 **43.75

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06 FEB 22 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q. WHITE FEB 22 2006

LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

225 Water Street, Suite 710, Post Office Box 41566 (32203), Jacksonville, Florida 32202

Tel 904-357-2000 Fax 904-357-2001

www.fordharrison.com

Writer's Direct Dial:

February 9, 2006

JOHN E. DUVALL
(904) 357-2003
jduvall@fordharrison.com

VIA EXPRESS COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

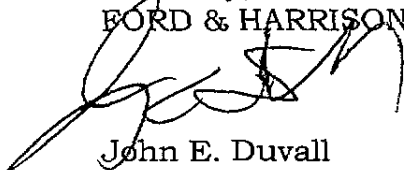
**Re: Articles Of Incorporation for Friends Of The Fleet And
Family Support Center, A proposed Florida Not For Profit
Corporation**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation of Friends Of The Fleet And Family Support Center, Inc., a proposed Florida not for profit corporation. A check in the total amount of \$43.75, consisting of the fee of \$35.00 for the filing of the Amendment and a fee of \$8.75 for obtaining a certified copy of the filed Articles of Incorporation, is also enclosed.

Please return the certified copy of the filed Articles of Incorporation to the undersigned by return mail. If you have any questions, please contact me directly.

Sincerely,
FORD & HARRISON LLP


John E. Duvall

JED/eaw

Enclosures as indicated

cc: PRIVILEGED AND CONFIDENTIAL
Diane E. Parker (with enclosures)
Friends of the Fleet And Family Support Center
942 Cresswell Lane
Jacksonville, Florida 32221

Jacksonville:29528.1

LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

225 Water Street, Suite 710, Post Office Box 41566 (32203), Jacksonville, Florida 32202

Tel 904-357-2000 Fax 904-357-2001

www.fordharrison.com

Writer's Direct Dial:

February 16, 2006

JOHN E. DUVALL
(904) 357-2003
jduvall@fordharrison.com

VIA EXPRESS COURIER

Dale White
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

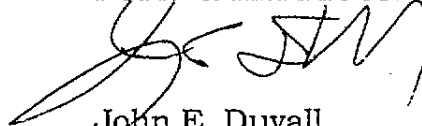
**Re: Articles Of Incorporation for Friends Of The Fleet And
Family Support Center, A proposed Florida Not For Profit
Corporation; Additional Fee Required for Filing**

Dear Ms. White:

Thank you for your recent telephone call concerning this matter. Enclosed please find a second check, in the amount of \$35.00, consisting of the balance of the fee due for the filing the Articles of Incorporation which we previously submitted to you under cover of our earlier letter dated February 9, 2006. We apologize again for not submitting the proper fee in the first instance.

Please return the certified copy of the filed Articles of Incorporation to the undersigned by return mail. If you have any questions, please contact me directly. Thank you again for your assistance in connection with this matter.

Sincerely,
FORD & HARRISON LLP



John E. Duvall

JED/eaw

Enclosure as indicated

Jacksonville:29589.1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 15, 2006

JOHN E. DUVALL
FORD & HARRISON LLP
PO BOX 41566
JACKSONVILLE, FL 32203

SUBJECT: FRIENDS OF THE FLEET AND FAMILY SUPPORT CENTER,
INCORPORATED
Ref. Number: W06000007410

We have received your document for FRIENDS OF THE FLEET AND FAMILY SUPPORT CENTER, INCORPORATED and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

Registered Agents signature required.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 406A00010954

FILED

06 FEB 22 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
FRIENDS OF THE FLEET AND FAMILY SUPPORT CENTER,
INCORPORATED,
A Florida Not For Profit Corporation**

**ARTICLE I
NAME OF THE CORPORATION**

1. The name of the Corporation shall be Friends of The Fleet and Family Support Center, Incorporated.

**ARTICLE II
PRINCIPAL ADDRESS**

1. The principal place of business and mailing address of this Corporation shall be:

c/o Commander Navy Region Southeast
Community Support Program
Building 919
Langley Street
Naval Air Station Jacksonville
Jacksonville, Florida 32212-0102

**ARTICLE III
PURPOSES OF THE CORPORATION AND RESTRICTIONS IMPOSED ON
THE OPERATION OF THE CORPORATION**

1. The purposes for which the Corporation is organized are to:
 - A. Improve the quality and quantity of services offered to our military personnel and their families through support of Fleet and Family Support Centers in the Southeast region;
 - B. Assist in providing programs, services, and materials beyond normal Fleet and Family Support Center resources;

C. Create awareness of Fleet and Family Support Centers in the Southeast region;

D. Encourage and accept by bequest or gift donations of money, services, and other appropriate assistance, to enhance the quality of life for service members and their families stationed at installations in the region; and,

E. to exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and that are described in sections 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions and no part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any individual.

2. The restrictions which are imposed upon the operation of the Corporation are as follows:

A. Except as otherwise restricted herein, the Corporation shall have all powers provided for corporations not for profit by Chapter 617 of the Florida Statutes, or corresponding provisions of any such subsequent statute.

B. No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its

purposes; and no Director of the Corporation, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

C. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986, as amended, and regulations as they now exist, or as they may hereafter be amended.

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor make any taxable expenditures as defined in Section

4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax law.

F. If the Corporation is deemed not to be a public charity, then the requirements of Subchapter F--Exempt Organizations, Part II, Private Foundations, of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, and Chapter 42--Private Foundations of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, shall be deemed to be contained and incorporated herein by reference in these Articles of Incorporation, including particularly but not limited to the requirements of Section 508(3) of the International Revenue Code of 1986, as amended, or of any subsequent amendments thereto.

ARTICLE IV **MEMBERSHIP IN THE CORPORATION**

1. There shall be two classes of membership in the Corporation, as follows:

A. Active. The privileges of active membership shall be extended to all active duty service members and their adult family members; retired service members and their adult family members; and, to civilians employed by the United States Department of Defense.

B. Honorary. The Corporation may grant honorary membership to any person not otherwise eligible for membership who is in some manner connected with the military. Honorary members shall have the same privileges as active members of the Corporation, except they shall not have voting rights and may not hold office in the Corporation.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS ASSIGNED TO THE BOARD OF
DIRECTORS

1. The business affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than six (6) but not more than twenty-one (21) persons. The terms of office of the Directors, the manner of their election, and their voting rights shall be as stated in the Bylaws of the Corporation. The Members of the Corporation shall elect the Directors and the Officers of the Corporation after the Initial Term of the Initial Board of Directors, as described below, ends.

2. The Board of Directors shall generally be representative of the diverse elements of the community served by the programs of the Corporation with regard to race, religion, sex, age, occupation, interests, and place of residence.

3. All Directors and Officers of the Corporation shall be indemnified from any personal liability incurred as a consequence of the exercise of official duties on behalf of the Corporation to the maximum extent permitted by Florida law. Further, the Corporation shall defend any claim asserted against any Director or Officer as a consequence of the exercise of official duties on behalf of the Corporation.

4. Service on the Board of Directors is voluntary and is based on a sincere interest in the purposes of the Corporation. Eligibility is open to all qualified individuals as well as representatives of other organizations with

interests in military personnel and their families and in the purposes of the Corporation.

ARTICLE VI
INITIAL DIRECTORS AND/OR OFFICERS

1. The following individuals shall serve as the initial directors of the Corporation:

Henry Burkard
312 Bay Point Way South
Jacksonville, Florida 32259

Sandra Jones
579 Willow Oak Lane
Orange Park Florida 32073

Yolando Munoz
1956 Delray Avenue
Jacksonville, Florida 32210

Olivia O'Neal
5764 Hurdia Road
Jacksonville, Florida 32244

Dianne E. Parker
942 Cresswell Lane West
Jacksonville, Florida 32221

Irma G. Pena
7336 Grey Fox Lane
Jacksonville, Florida 32244

Augusto S. Terlaje
225 SW Cross Pointe Court
Lake City, Florida 32024

2. The initial Directors shall elect the initial Officers of the Corporation.

3. The initial Directors shall serve until their successors have been elected in accordance with the terms of the Bylaws of the Corporation.

ARTICLE VII

BYLAWS

1. The Board of Directors of this Corporation may adopt such Bylaws as are not inconsistent with these Articles of Incorporation or with Florida law for the conduct of its business and the carrying out of its purposes. Such Bylaws may only be made, altered, amended or rescinded from time to time at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors specifically called for that purpose, so long as such Bylaws are not inconsistent with the provisions of these Articles of Incorporation or with Florida law.

ARTICLE VIII

ANNUAL MEETING

1. There shall be held in January of each year of the Corporations existence, a meeting of the membership of the Corporation for the purposes of hearing from the incumbent Directors on the state of the Corporation and for the election of Directors and Officers for the next year.

2. The Secretary of the Corporation shall be responsible for notifying the general membership of the date, time, and location of the annual meeting.

ARTICLE IX

AMENDMENTS TO CORPORATION ARTICLES OF INCORPORATION

1. These Articles of Incorporation may be amended at any time by a two-thirds (2/3) vote of the Membership.

ARTICLE X

DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION

1. In the event of dissolution of the Corporation or the winding up of its affairs, the Directors of the Corporation shall distribute the assets of the Corporation exclusively to scientific, charitable, literary, or educational organizations which shall at the time qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist, or as they may hereafter be amended. No Director of the Corporation, Officer of the Corporation, or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

ARTICLE X
NAME AND ADDRESS OF REGISTERED AGENT

1. The name and Florida address of the Registered Agent of the Corporation is:

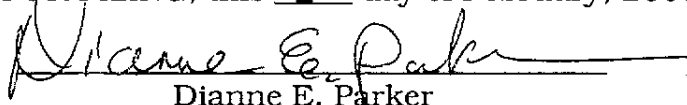
John E. Duvall, Esquire
225 Water Street
Suite 710
Jacksonville, Florida 32202

ARTICLE XI
THE INCORPORATOR

1. The name and address of the Incorporator of the Corporation is:

Dianne E. Parker
942 Cresswell Lane West
Jacksonville, Florida 32221.

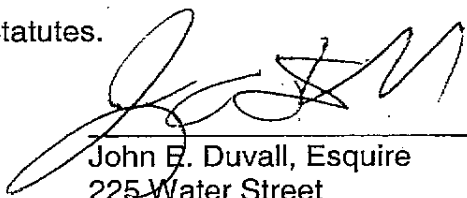
SUBMITTED FOR FILING, this 6th day of February, 2006.


Dianne E. Parker

Incorporator of Friends of the Fleet
and Family Support Center, Inc.

**Acceptance of Appointment As Registered Agent
For the Corporation by John E. Duvall, Esquire**

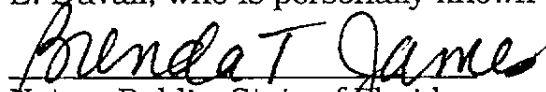
Having been named as registered agent and to accept service of process for the Friends of The Fleet and Family Support Center, Inc., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 as provided for in Chapter 617, Florida Statutes.


John E. Duvall, Esquire
225 Water Street
Suite 750
Jacksonville, Florida 32202

FILED
06 FEB 22 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss.:
COUNTY OF DUVAL)

Sworn and subscribed before me this 6th day of February, 2006, by John E. Duvall, who is personally known to me and who did take an oath.


Notary Public, State of Florida



Brenda T. James
MY COMMISSION # DD146430 EXPIRES
September 20, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jacksonville:29077.1