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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

JOSEPH L. BOLES, JR.

Attorney at Law

19 Riberia Street
St. Augustine, Florida 32084

Voice: (904) 824-4278
Telefax: (904) 826-0937

April 13, 2006

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32031

RE: St. Augustine Foot Soldiers Remembrance Project, Inc.

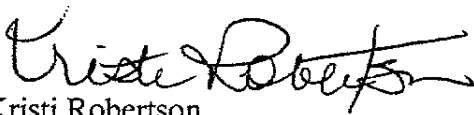
Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida non-profit corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of same.

Please file the enclosed Articles of Incorporation and return a copy to our office.

Thank you for your courtesies in this matter.

Sincerely,



Kristi Robertson
Assistant to Mr. Boles

/kwr
enclosures

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

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CLERK OF CIRCUIT COURT
ST. AUGUSTINE, FLORIDA

THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I: NAME

The name of the Corporation shall be **ST. AUGUSTINE FOOT SOLDIERS REMEMBRANCE PROJECT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is P.O. Box 164, the City of St. Augustine, St. Johns County (13 Dr. R.B. Hayling Place, St. Augustine, FL).

ARTICLE III: PURPOSE

Said corporation is organized exclusively for such purposes, publicizing and promoting the existence of African Americans to the public and tourist population in St. Augustine and St. Johns County, Florida by erecting a civil rights "Foot Soldiers" remembrance monument in the Plaza de la Constitution, and/or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed is by a majority vote.

ARTICLE V: INITIAL DIRECTORS/OFFICERS

The names and addresses of the persons who are the initial officers/directors of the corporation as follows:

BARBARA H. VICKERS
13 Dr. R.B. Hayling Place
St. Augustine, FL 32084

BARBARA A. KALANIK
8 Willow Drive
St. Augustine, FL 32080

CYNTHIA McAULIFFE
115 Ferdinand Avenue
St. Augustine, FL 32080

ALMARENE LOWNDES
18 Christopher St.
St. Augustine, FL 32084

ARTICLE VI: INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is **JOSEPH L. BOLES, JR., 19 Riberia Street, St. Augustine, FL 32084.**

ARTICLE VII: CORPORATE ACTIVITIES

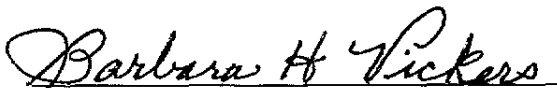
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be

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 publishing or 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 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 VIII: CORPORATE ASSETS


Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 10 day of APRIL, 2006.


BARBARA H. VICKERS
CHAIR PERSON

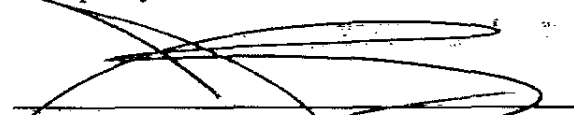

BARBARA A. KALANIK
VICE CHAIR PERSON


CYNTHIA McAULIFFE
SECRETARY


ALMARENE LOWNDES
TREASURER

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TALLAHASSEE, FLORIDA

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.


JOSEPH L. BOLES, JR.
Date 4-10-06