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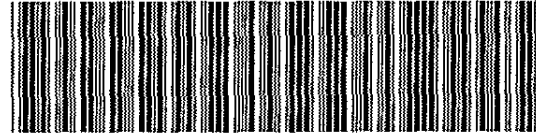
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*Amended &
Reinstated Act*

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TALLAHASSEE, FLORIDA

L. Roberts NOV 09 2006

KATHERINE A. BARSKI, P.A.
JOSEPH C. KEMPE, ESQ.
DAVID C. TASSELL, P.A.
CHARLES R. L. WHITE,
CHARTERED

LL.M. IN TAX LAW
BOARD CERTIFIED IN TAX LAW
BOARD CERTIFIED IN WILLS,
TRUSTS, AND ESTATES
ALSO ADMITTED IN D.C.
ALSO ADMITTED IN N.C. AND N.Y.

TAX ACCOUNTANTS
ROMITA ASRANI CPA, CHRIS BOURDEAU CPA,
CINDY LAFAY, MAUREEN LLOYD,
PATRICK E. MANGAN CPA, DARLENE L. MICHNA,
ALICE B. SALLMAN CPA

LEGAL ASSISTANTS
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LOUISE M. FISHER, NORETTA D. KEMPE,
CINDY M. SCLARINO, JANETTE A. SMES,
KIMBERLY V. TASSELL, CHRISTY L. WATERBURY,
JEAN M. WOODARD

ADMINISTRATION
KRISTA J. GARDNER, ESTHER GARNER,
TAMI G. KEMPE, KAREN WALSH

JOSEPH C. KEMPE
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

941 NORTH HIGHWAY A1A
JUPITER, FLORIDA 33477

TELEPHONE (561) 747-7300
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ROYAL PALM FINANCIAL CENTER II
SUITE 200
789 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994
TELEPHONE (772) 223-0700
FAX (772) 223-0707

THE ATRIUM
3055 CARDINAL DRIVE
SUITE 101
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 562-4022
FAX (772) 234-1422

NATIONAL WATS LINE
1-800-747-3113

WEBSITE
WWW.JCKEMPE.COM

October 30, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

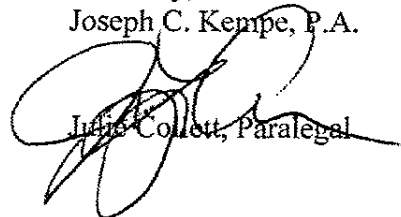
Re: R.B. Sellars Foundation, Inc
Amended and Restated Articles
Document No. N06000005251
Our File No. 218.604

To Whom It May Concern:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation of R.B. Sellars Foundation, Inc., along with a check in the amount of \$43.75 for the filing fee and a certified copy.

If you have any questions or comments, please contact us.

Sincerely,
Joseph C. Kempe, P.A.



Julie Collett, Paralegal

JLC/jlc
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
R. B. SELLARS FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is R. B. SELLARS FOUNDATION, INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Subsection 501(h), or participating in, or intervening in including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

| | |
|--------------------------|--|
| Peter Carl Sellars | 2 Nesting Way E. Sandwich, MA 02537 |
| Christine Sellars Cotton | 23 Wianno Circle Osterville, MA 02655 |
| Richard B. Sellars, Jr. | 400 Beach Road Arnold, MD 21012 |

Carolyn Miller Sellars

116 Bloomingrove Road Annex
Williamsport, PA 17701

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 941 North Highway A1A, Jupiter, Florida 33477. The initial registered agent of the Corporation at that address shall be Joseph C. Kempe, Esquire.

ARTICLE VI

MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII

MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE VIII
NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X
AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on this 24 day of October, 2006.

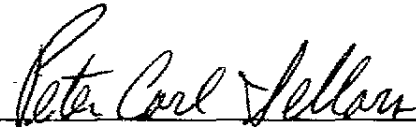

Peter Carl Sellars, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

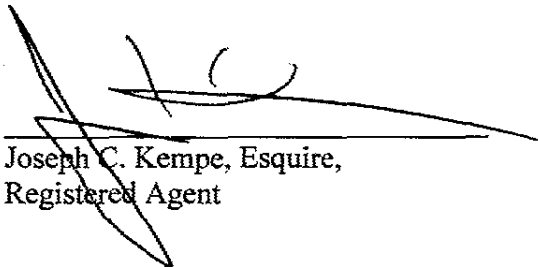
R. B. SELLARS FOUNDATION, INC., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 70 Caillouet Lane, Osterville, Massachusetts 02655, has named Joseph C. Kempe, Esquire, located at 941 North Highway A1A, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

DATE: 10/24/06


Peter Carl Sellars, President

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 10/26/06


Joseph C. Kempe, Esquire,
Registered Agent

CERTIFICATE

I, Peter Carl Sellars, as President of R. B. SELLARS FOUNDATION, INC., a Florida Not For Profit Corporation, do hereby certify the following:

That there are no members or members entitled to vote on this amendment. The Amendment was adopted by the board of directors.

That by unanimous written consent of the Directors, the foregoing Amendment and Restatement Articles of Incorporation of R. B. SELLARS FOUNDATION, INC., a Florida Not For Profit Corporation was duly adopted on October 31, 2006, and that the same has not in any way been modified or rescinded, but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name as President and affixed the corporate seal of this Corporation this 9 day of Nov., 2006.


Peter Carl Sellars, President