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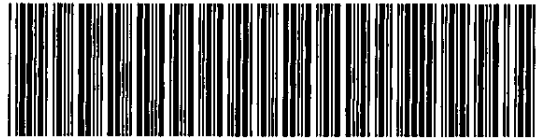
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Burch MAR 14 2007



Gregory H. Fisher, P.A.

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March 12, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: St. Pete Road Runners, Inc.

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation;
Designation of Place of Business and Appointment of resident Agent;
Check in the amount of \$78.75;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely, /



Gregory H. Fisher

GHF:bh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. PETE ROAD RUNNERS, INC.

Article I
Name

The name of this corporation is ST. PETE ROAD RUNNERS, INC.

Article II
Enabling Law

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

Article III
Purpose

The specific and primary purpose for which this corporation is formed is to encourage running/walking of all ages and abilities in a social environment while promoting fitness and providing education in the community.

The purposes for which this corporation is formed are to operate exclusively for such educational, cultural and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code.

This corporation is organized and operated exclusively for nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer.

This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation in not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in this article and this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any

activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or to the corresponding provision of any future United States Internal Revenue Law.

Article IV Term

This corporation shall have a perpetual existence.

Article V Incorporators

The named and residences of the subscribers to these Articles of Incorporation are as follows:

Carol H. Glasscock
228 45th Avenue
St. Pete Beach, Florida 33706

Rachel Winter
5575 Gulf Blvd. #228
St. Pete Beach, Florida 33706

Wendy C. Johnson
9375 Blind Pass Road
St. Pete Beach, Florida 33706

Tanya Baird-Repka
333 Bath Club Blvd. S.
N. Redington Beach, Florida 33708

Mary Ann Renfrow
729 Santa Maria Dr.
Tierra Verde, Florida 33715

Article VI Membership

The authorized number, qualifications, and manner of admission of members to this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the by-laws of this corporation.

Article VII

Management of Corporate Affairs

(a) Board of Directors - The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three nor more than twenty directors. The number of directors herein provided for may be changed by a by-law adopted by the members entitled to vote. Directors whose terms shall have expired shall be elected by majority vote of membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the election of Directors at the first annual meetings are:

Carol H. Glasscock
228 45th Avenue
St. Pete Beach, Florida 33706

Heather Joie
2800 4th Street North #130
St. Petersburg, Florida 33704

Rachel A. Winter
5575 Gulf Blvd. #228
St. Pete Beach, Florida 33706

Brian M. Kirk
1001 8th Avenue South
St. Petersburg, Florida 33705

Michael J. Fazzio
2630 13th Street North
St. Petersburg, Florida 33704

Jonathan Dunford
175 18th Avenue North
St. Petersburg, Florida 33704

Tanya B. Repka
333 Bath Club Blvd. S.
N. Redington Beach, Florida 33708

Benjamin F. Fudge
6767 Sunset Way #201
St. Pete Beach, Florida 33706

Gail Linton
166 21st Avenue NE

St. Petersburg, Florida 33704

(b) Elective Officers - The officers of this corporation shall be a President, Vice President, Secretary Treasurer and Membership Director. Other offices and officers may be established or appointed by members of this corporation at any regular meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the by-laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President: Carol H. Glasscock
228 45th Avenue
St. Pete Beach, Florida 33706

Secretary: Brian M. Kirk
1001 8th Avenue South
St. Petersburg, Florida 33705

Vice President: Heather Joie
2800 4th Street North #130
St. Petersburg, Florida 33704

Membership Director: Rachel A. Winter
5575 Gulf Blvd. #228
St. Pete Beach, Florida 33706

Treasurer: Michael J. Fazzio
2630 13th Street North
St. Petersburg, Florida 33704

Article VIII

Location of Registered Office;
Identification of Registered Agent

(a) The address of this corporation's initial registered office and the principal office of the corporation in the State of Florida is 228 45th Avenue, St. Pete Beach, Florida 33706.

(b) The name of this corporation's initial registered agent at the above address is Carol H. Glasscock.

Article IX By-Laws

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed in whole or in part by the Directors in the manner provided therein. Any amendments to the by-laws shall be binding of all members of this corporation.

Article X
Amendment of Articles

Amendment of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the Board of Directors for their vote. Amendments may be adopted by a vote of the majority of the Board of Directors or as may be provided by law.

Article IX
Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

The undersigned, an incorporator/subscriber of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 9 day of March, 2007.



Carol H. Glasscock

STATE OF FLORIDA

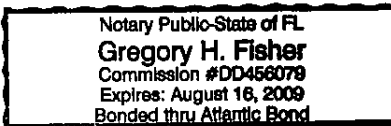
COUNTY OF PINELLAS

Before me the undersigned authority, personally appeared Carol H. Glasscock, who produced the following type of identification: FL D/L, and she acknowledged that she executed the foregoing freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 9 day of March, 2007.




Notary Public
Gregory H. Fisher
Notary Printed Name
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR WHICH
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with
said Act:


That ST. PETE ROAD RUNNERS, Inc., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Pete
Beach, County of Pinellas, State of Florida, has named Carol H. Glasscock, whose address is 228
45th Avenue, St. Pete Beach, County of Pinellas, State of Florida, as its agent to accept process
within this state.



Carol H. Glasscock
President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



Carol H. Glasscock
Registered Agent