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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bureh JUN 06 2007

SKELTON, WILLIS, BENNETT & WALLACE, LLP

ATTORNEYS AT LAW

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ST. PETERSBURG, FLORIDA 33701
TELEPHONE: (727) 822-3907
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EST. 1919

June 4, 2007

PETER R. WALLACE
ROBERT H. WILLIS
ROBERT H. WILLIS, JR.

BYRON M. SKELTON (1891-1979)
JAMES P. BENNETT (1918-2004)

MAILING ADDRESS:
POST OFFICE DRAWER 30
ST. PETERSBURG, FL 33731

PETER R. WALLACE
TELEPHONE EXT. 102
prw@swbwlaw.com

Via Federal Express Overnight Delivery

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Incorporation of Sculpturewalk St. Pete, Inc.

Dear Sir or Madam:

I have enclosed the original, fully executed Articles of Incorporation of Sculpturewalk St. Pete, Inc., for filing with the Florida Department of State.

I have also enclosed a check in the amount of \$70.00 payable to the Department of State for the filing of the Articles of Incorporation and the Designation of Registered Agent.

Please return all correspondence concerning this matter to me at the above address. If there are questions or problems regarding this filing, please call me collect so that I may provide you with the information necessary to correct any deficiency.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter R. Wallace", is written over a horizontal line.

Peter R. Wallace

Enclosures

ARTICLES OF INCORPORATION
OF
SCULPTUREWALK ST. PETE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a natural person, hereby acts as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not for profit corporation.

ARTICLE I

The name of the Corporation shall be SCULPTUREWALK ST. PETE, INC.

ARTICLE II

The principal place of business and mailing address of the Corporation shall be 156 – 22nd Avenue Southeast, St. Petersburg, Florida, 33705. A change to the principal place of business or mailing address of the Corporation may be made by a change on the Corporation's annual report form filed with the Department of State or otherwise as provided by Florida law without the necessity of amending the Corporation's Articles of Incorporation.

ARTICLE III

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act, including but not limited to the enhancement of the City of St. Petersburg's waterfront and pedestrian walkways through the display of outdoor sculpture.

ARTICLE IV

The initial board of directors shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The method of election or appointment of the directors shall be as stated in the Corporation's bylaws.

ARTICLE V

The names and addresses of the persons who will serve on the initial board of directors until their successors are elected or appointed are Lance D. Rodgers, 156 – 22nd Avenue Southeast, St. Petersburg, Florida, 33705; James E. MacDougald, Suite 110, 260 First Avenue South, St. Petersburg, Florida, 33701; and Katie Nichols, 1682 Oceanview Drive, Tierra Verde, Florida, 33715.

ARTICLE VI

The name and Florida street address of the registered agent is Peter R. Wallace, 259 Third Street North, St. Petersburg, Florida, 33701. A change to the name or street address of the registered agent may be made by a change on the Corporation's annual report form filed with the Department of State or otherwise as provided by Florida law without the necessity of amending the Corporation's Articles of Incorporation.

ARTICLE VII

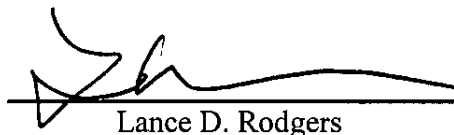
The name and address of the Incorporator is Lance D. Rodgers, 156 – 22nd Avenue Southeast, St. Petersburg, Florida, 33705.

ARTICLE VII

The duration of the Corporation shall be perpetual, or until dissolved as provided by law. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making

provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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, the undersigned incorporator has executed these Articles of Incorporation on June 4, 2007.

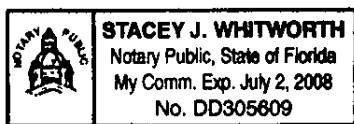
 (SEAL)
Lance D. Rodgers

STATE OF FLORIDA :
COUNTY OF PINELLAS :

I HEREBY CERTIFY that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared Lance D. Rodgers, who is known to me _____ or who presented FL Driver License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein contained.


Notary Public [Sign Name]

Stacey J. Whitworth
Notary Public [Print Name]
State of Florida



My Commission Expires: July 2, 2008

[NOTARY SEAL]

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for SCULPTUREWALK ST. PETE, INC., at the place designated in these Articles of Incorporation, I am familiar with the obligations of that position under Section 617.0503, Florida Statutes, and accept the appointment as registered agent and agree to act in this capacity.

Signed on June 4, 2007.


Peter R. Wallace