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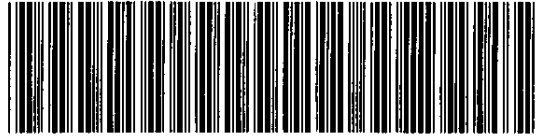
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SECRETARY OF STATE  
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**MOMMERS & COLOMBO**  
ATTORNEYS AT LAW

2351 W. Eau Gallie Blvd., Suite 1

Melbourne, FL 32935

Telephone: (321) 751-1000

Facsimile: (321) 752-0027

Website: [www.mommerscolombo.com](http://www.mommerscolombo.com)

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Pierre A.L. Mommers, P.A.\*  
Joseph G. Colombo, P.A.\*\*

Paralegals:  
Sherill Melito, CLA  
Caprice B. Stanley

\*Also admitted in New York

\*\*Qualified Arbitrator

February 7, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: FRANK ZILAITIS FOR CONGRESS, INC.**

Dear Sir or Madam:

Enclosed please find the following documents regarding the above-referenced matter:

1. Original and one (1) conformed copy of the Articles of Incorporation for FRANK ZILAITIS FOR CONGRESS, INC.
2. Check in the amount of \$78.75; and
3. Self-addressed stamped envelope.

Please register the above-named corporation with the appropriate department. Please then file the original of the enclosed Articles of Incorporation with that department, and return a certified copy of the Articles to this office in the enclosed self-addressed stamped envelope.

If you have any questions or require additional information, please do not hesitate to contact me. Thank you for your attention to the foregoing.

Sincerely,

  
Joseph G. Colombo, Sr.

JGC/cbs  
encls.

**ARTICLES OF INCORPORATION  
OF  
FRANK ZILAITIS FOR CONGRESS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**FILED**  
08 FEB 11 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as an incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act of the State of Florida hereby certify:

**ARTICLE I:** The name of the corporation shall be Frank Zilaitis for Congress, Inc. (the "Corporation")

**ARTICLE II:** The street address of the principal office and mailing address of the Corporation shall be 1704 Airport Boulevard, Suite B, Melbourne, FL 32901.

**ARTICLE III:** The Corporation shall be a political committee incorporated for the purposes of limited liability, as provided by Federal Election Commission regulations (11 C.F.R. § 114.12(a)), and a nonprofit organization qualifying under section 527 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The Corporation shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is to promote, aid and encourage the candidacy of Frank Zilaitis for the office of United States Representative for District 15 of Florida during the 2008 election cycle and to carry on activities permitted under the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. § 431 et seq.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended. In addition, the corporation shall have the power to receive contributions and donations and make expenditures and disbursements in accordance with the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. § 431 et seq. or any other applicable Federal, state or local law relating to the corporation's activities in support of Frank Zilaitis's candidacy.

**ARTICLE IV:** The Corporation shall have no members.

**ARTICLE V:** The directors shall be elected or appointed as provided by the Bylaws of the Corporation.

**ARTICLE VI:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority,

expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 527 of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets and excess funds, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets and excess funds shall be disposed of in accordance with 2 U.S.C. § 439(a) including, but not limited to, distributing them to one or more organizations that are exempt from taxation under section 527 and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax and election law applicable to organizations described in the Federal Election Campaign Act of 1971, as amended.

**ARTICLE VII:** The address, including street and number, of the initial registered office of the Corporation is 2351 W. Eau Gallie Blvd., Suite 1, Melbourne, FL 32935, telephone number (321) 751-1000.

And the name of the initial registered agent at such address is:

Joseph G. Colombo, Esquire  
2351 W. Eau Gallie Blvd., Suite 1  
Melbourne, FL 32935

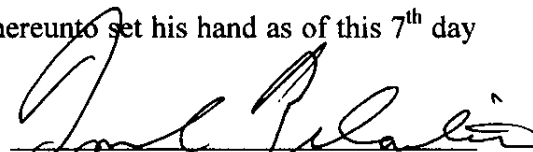
**ARTICLE VIII:** The name and street addresses of initial directors are as follows:

<u>Name</u>	<u>Address</u>
Marcelle Zilaitis	128 Anona Place Indian Harbour Beach, FL 32937
John Curran	440 Bay Point Drive Melbourne, FL 32935
Amber Lewis	459 Grenadier Avenue NW Palm Bay, FL 32907

**ARTICLE IX:** The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Frank Zilaitis	128 Anona Place Indian Harbour Beach, FL 32937

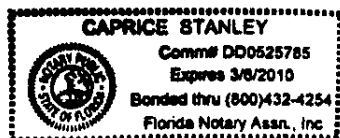
**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand as of this 7<sup>th</sup> day of February, 2008.

  
Frank Zilaitis, Incorporator

STATE OF FLORIDA)  
COUNTY OF BREVARD)

The foregoing instrument was acknowledge before me this 7 day of Feb., 2008 by Frank Zilaitis, as Incorporator of Frank Zilaitis who ( ) is personally known to me or ( ) has produced For Congress as identification.

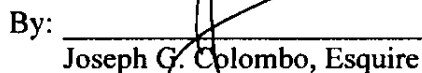
Seal:



  
Notary Public Caprice B. Stanley

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

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.

By:   
Joseph G. Colombo, Esquire

Date: February 7<sup>th</sup>, 2008

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