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FLORIDA PROFIT/NON PROFIT CORPORATION
USO TAMPA BAY, INC.

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February 15, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARLTON FIELDS

SUBJECT: USO TAMPA BAY, INC.
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P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
USO TAMPA BAY, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: USO Tampa Bay, Inc. The street address of the Corporation's principal place of business is Tampa International Airport, 4100 George J. Bean Parkway Tampa, FL 33607, and its mailing address is USO Tampa Bay, Inc. #20951, 3501 Bessie Coleman Blvd., Tampa, FL 33622.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for purposes of the promotion of social welfare, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), for the purpose of establishing and operating a USO Chartered Center within Hernando, Hillsborough, Manatee, Pasco, Pinellas, Polk, and Sarasota Counties, in the State of Florida, under a charter granted to the Corporation by United Service Organizations, Inc., a not-for-profit corporation chartered by the United States Congress.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV**Members**

The Corporation will have no members.

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at such address is CFRA, LLC, a Florida limited liability company.

ARTICLE VI**Directors**

The method of election of directors of the Corporation shall be as stated in the bylaws.

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

Name**Address**

Walter T. Lamerton, Jr.

8141 Bellarus Way, Suite 101
Trinity, Florida 34655

ARTICLE VIII**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX**Amendment**

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X**Dissolution**

Upon a dissolution of the Corporation, the assets of the Corporation including its funds, property, books, and records, shall be transferred and delivered to United Service Organizations, Inc. provided it qualifies as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code and only for exempt purposes as described in Section 501(c)(3) of the Code, except to the extent waived by the Board of Governors of United Service

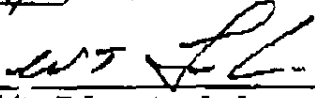
Organizations, Inc., subject to applicable laws of the State of Florida regarding prior notice and payment to creditors. In the event United Service Organizations, Inc. declines such transfer, or does not qualify as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code, then the Corporation's assets shall be transferred to another organization that does so qualify.

ARTICLE XI
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of February, 2012.



Walter T. Lamerton, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 4th day of February, 2012.

Registered Agent

CFRA, LLC, a Florida limited liability company

By: 

Nathaniel L. Doliner

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