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Ernest P. Jenkins
Martin J. Kaiser

John M. Walters, P.A.

John M. Walters

May 23, 1995

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

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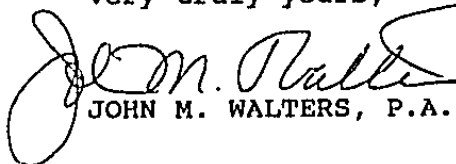
Re: "Save Busch" Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above noted corporation, as well as our check for \$122.50. Please file the same and send us a certified copy in the enclosed envelope.

Thank you for your services.

Very truly yours,


JOHN M. WALTERS, P.A.

/bw
Encs.

EFFECTIVE DATE

May 19, 1995

FILED
95 MAY 26 AM 8 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
6/1/95

EFFECTIVE DATE

May 19, 1995

ARTICLES OF INCORPORATION

OF

"SAVE BUSCH" INC.

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby certify:

ARTICLE I

NAME

The name of the Corporation shall be "SAVE BUSCH" INC. Its principal office shall be in the City of St. Petersburg, County of Pinellas and State of Florida.

ARTICLE II

PURPOSE

The general nature of the objects and purposes of the Corporation shall be as follows:

Section 1. To promote and defend the use of city owned recreational land in St. Petersburg, Pinellas County, Florida, for the use of the majority of the residents of the City.

Section 2. INITIAL PROJECT: To specifically defend the use of a certain parcel of city owned park land, known as the "Busch Complex," from development inconsistent with the uses of the majority of the residents of St. Petersburg, Florida, and educate the residents of St. Petersburg as to the use of city owned park land.

Section 3. This corporation may in the future extend to other related projects.

Section 4. This corporation is organized exclusively for charitable and educational purposes. In order to promote these purposes it may acquire property by grant, gift, purchase, devise or bequest and it may hold and dispose of such property to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law.

Section 5. No part of the net earnings of the corporation nor any part of its assets shall inure to the benefit of or be distributable to its officers, directors or employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article. The corporation shall not participate in, nor intervene in, any political campaign on behalf of those Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of the Corporation shall consist of the persons hereinafter named as subscribers and other natural persons and other entities such as youth and adult sports organizations and neighborhood associations who shall apply to the Secretary and shall be accepted by a majority of the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INCORPORATORS

The names and residences of the incorporators are as follows:

NAME

ADDRESS

Mark A. Sibley, M.D.

1515 - 9th Avenue North
St. Petersburg, FL 33705

Christopher R. Bell

1111 Jungle Avenue North
St. Petersburg, FL 33710

ARTICLE VI

OFFICERS

Section 1. The Officers of the Corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other Officers as may be provided in the By-Laws. The officers shall be elected by the Board of Directors at the first regular meeting of the Board of Directors after the annual meeting of the Corporation or as soon thereafter as may be convenient and shall take office immediately upon election.

Section 2. The names of the persons who are to serve as Officers of the Corporation until the first meeting of the Board of Directors are:

NAME	OFFICE
Mark A. Sibloy	President
Christopher R. Bell	Secretary-Treasurer

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) Directors initially. The numbers of Directors may be increased from time to time by the By-Laws, but shall never be less than three (3) nor more than fifteen (15).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

NAME	ADDRESS
Mark A. Sibley	1515 - 9th Avenue North St. Petersburg, FL 33705
Christopher R. Bell	1111 Jungle Avenue North St. Petersburg, FL 33710
Susan Sibley	1515 9th Ave. N St. Petersburg, FL 33705

ARTICLE VIII

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Directors, providing a one (1) month notice of the meeting is given and two-thirds of the Directors present vote in favor of the amendment.

Section 2. These articles may also be amended by any regular meeting of the Board of Directors, providing a one (1) month notice is given and two-thirds of the Directors vote in favor of the amendment.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is Suite 100, 695 Central Avenue, St. Petersburg, Florida 33701, and the name of the initial registered agent of this Corporation is John M. Walters. The street address of the initial principal office of this corporation is: 1515 - 9th Avenue North, St. Petersburg, Florida 33705.

ARTICLE X

MEETINGS

Section 1. Corporation. The annual meeting of the Corporation for the election of the Board of Directors and to conduct such other business as appropriate shall be held on a day and at a place specified in accordance with the By-Laws. Special meetings of the Corporation may be called as provided in the By-Laws. A quorum of at least ten percent (10%) of the voting membership shall be required except the Board of Directors may increase the percentage required for a quorum.

Section 2. Board of Directors. Regular monthly meetings of the Board of Directors shall be held at a time and place designated by resolution of the Board of Directors. Special meetings may be held as provided for in the By-Laws. A majority of the Board of Directors shall constitute a quorum for the holding of meetings. The Board of Directors shall elect the Corporation Officers at the first regular meeting of the Board of Directors after the annual meeting of the Corporation.

ARTICLE XI

BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by the vote or written assent of a majority of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII

DISSOLUTION

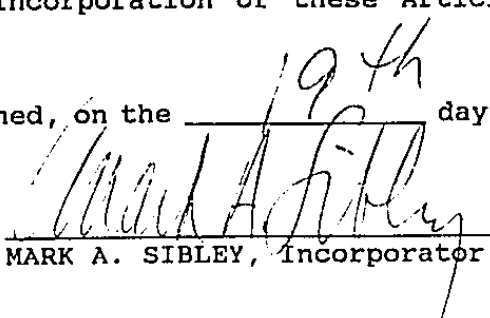
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or 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 1954 (or the 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 Pinellas County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation of these Articles shall be May 19, 1995.

EXECUTED by the undersigned, on the 19th day of May, 1995.


MARK A. SIBLEY, Incorporator

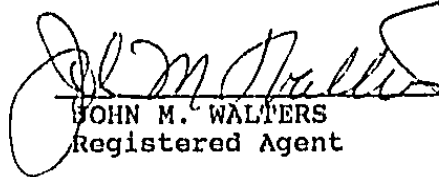
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That "SAVE BUSCH" 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. Petersburg, County of Pinellas, State of Florida, has named John M. Walters as its Registered Agent at Suite 100, 695 Central Avenue, St. Petersburg, Florida 33701 to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the 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.


JOHN M. WALTERS
Registered Agent

FILED
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA