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FRIGOLA, DeVANE, WRIGHT & DORL, P.A.

ATTORNEYS AT LAW

FIRST PROFESSIONAL CENTRE - SUITE 17

8701 OVERSEAS HIGHWAY

POST OFFICE BOX 800177

MARATHON, FLORIDA 33060-0177

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WILLIAM N. DEVANE, JR.
THOMAS D. WRIGHT
JAMES J. DORL

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(305) 743-6565

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July 11, 1995

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

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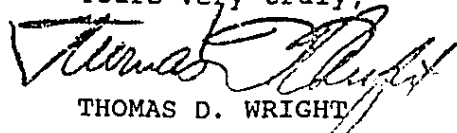
RE: FORCE TEN DIVISION NAVAL SEA CADET CORPS, INC.
A Florida Not For Profit Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with respect to the above for filing, together with this firm's check in the amount of \$122.50 to cover the cost of filing.

Please return a certified copy and corporate charter to this office. Thank you for your cooperation.

Yours very truly,


THOMAS D. WRIGHT

TDW:mtb
cc: Ms. Kathryn Gonzales Quinn
Enclosure

PT and
- 10/1/95

DDK

55 JUL 17 PM 2:21
FALL 1995
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
FORCE TEN DIVISION NAVAL SEA CADET CORPS, INC.
A Florida Not For Profit Corporation

FILED
95 JUL 17 PM 2:21
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

I, the undersigned incorporator, do hereby form a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be FORCE TEN DIVISION NAVAL SEA CADET CORPS, INC.

ARTICLE II

The address of the principal office shall be U.S. Coast Guard Station, 1800 Overseas Highway, Marathon, Florida, 33050. The mailing address of the corporation shall be Post Office Box 522774, Marathon Shores, Florida, 33052-2774.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for education, through cooperation with the Department of the Navy, to encourage and aid American young people to develop an interest and skill in basic seamanship and in its naval adaptations, to train them in seagoing skills and to teach them patriotism, courage, self-reliance, and kindred values.

(b) The corporation may do anything necessary and proper for the accomplishment of the purposes set forth in an Act of the Congress of the United

States to incorporate the Naval Sea Cadet Corps, Public Law 87-655, September 10, 1962, as amended from time to time.

(c) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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.

(d) The corporation is organized and operated exclusively for the above stated purposes. No part of the net earnings of this corporation shall ever enure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

(e) The activities of the corporation shall be conducted without regard to race, color, creed, sex or national origin.

(f) 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.

ARTICLE V

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated by the bylaws.

ARTICLE VI

The Registered Agent for this corporation shall be William Roger Quinn, and the Registered Address for this corporation shall be 350 Sombrero Beach Road, Marathon, Florida, 33050.

ARTICLE VII

In furtherance of the objects described herein, but not in limitation thereof, the corporation shall have the following powers:

(a) To conduct educational programs in seamanship and seagoing disciplines, subject to the Administrative Manual, regulations and directives promulgated by the Naval Sea Cadet Corps.

(b) To engage in lawful fundraising activities to support the purposes and activities of the association.

(c) To take by lease, gift, purchase, grant, devise or bequest from any governmental unit, private corporation, association, partnership, firm or individual and to hold any property, real, personal or mixed, necessary or convenient to attaining the objects and carrying into effect the purposes of the corporation, subject, however, to the applicable provisions of laws of the State of Florida (A) governing the amount or kind of property which may be held by or (B) otherwise limiting or controlling the ownership of property by, an unincorporated association operating in such state.

ARTICLE IX

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The Corporation shall have three director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than three nor more than three (3).

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on December 1, 1995, at 9:00 a.m., at the U.S. Coast Guard Station, Marathon, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 a.m., on the 1st day of December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written

consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as it taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and residential address of the person who is to serve as the initial director is:

William P. Quinn	Kathryn Gonzales Quinn	Susie Thomas
P.O. Box 500150	P.O. Box 500150	P.O. Box 522789
Marathon, FL 33050	Marathon, FL 33050	Marathon, FL 33050

ARTICLE X

The name and address of the person signing these articles of incorporation as an incorporator is:

Kathryn Gonzales Quinn
P.O. Box 500150
Marathon, FL 33050

ARTICLE XI

The Naval Sea Cadet Corps officer appointed by the Naval Sea Cadet Corps as Commanding Officer of Naval Sea Cadet Corps - Force Ten Division shall be the President of the corporation. Other officers shall be appointed by the President as he or she shall see fit from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President:	Alexander (Sandy) Hansen
Vice President:	William Roger Quinn
Secretary:	Joyce Babonis
Treasurer:	Susie Thomas

ARTICLE XII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added

to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XIII

The property of this corporation is irrevocably dedicated to charitable purposes and not part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

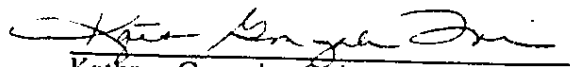
ARTICLE XIV

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a not for 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 1986, or corresponding provision of any subsequent federal tax laws, or shall be distributed to the Federal government, exclusively for public purposes. Any such assets not so disposed of shall be disposed of exclusively by a court of competent jurisdiction.

ARTICLE XV

These Articles may be amended in whole or in part, by a majority vote at any duly organized meeting of the Board of Directors of the corporation. Any proposed amendments shall be submitted to the Naval Sea Cadet Corps National Headquarters for approval prior to submission to the corporation for adoption.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 7th day of July, 1975.


Kathryn Gonzales Quinn, Incorporator

STATE OF FLORIDA)

)ss. Marathon

COUNTY OF MONROE)

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared Kathryn Gonzales Quinn, who, after

being by me first duly sworn and cautioned, deposed and said that he read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is his free and voluntary act and deed.

William Conales Quinn is personally known to me.
SWORN TO AND SUBSCRIBED before me this 14th day of July, 1995.



KAREN SULLIVAN
My Commission CC340969
Expires Aug. 30, 1997

Karen Sullivan
Printed Name: Karen Sullivan
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 08/30/97

Having been named to accept service of process for FORCE TEN DIVISION NAVAL SEA CADET CORPS, INC., at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of §607.0505 of the Florida Statutes.

Dated this 10th day of July, 1995

William Roger Quinn
William Roger Quinn, Registered Agent

FILED
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CLERK OF DISTRICT COURT