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January 4, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mangrove Preservation Group, Inc.

Dear Sir or Madam:

500001682275
-01/09/96--01043--007
****122.50 ****122.50

Enclosed are an original and one copy of Articles of Incorporation for Mangrove Preservation Group, Inc. (a not-for-profit corporation). Please file the original Articles and return a certified copy to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience. Also enclosed is a check for \$122.50 to cover the filing fees for this transaction.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

GAVE

CTO

Very truly yours,

J. Dominguez
Jennifer Dominguez
Legal Secretary to
Steven M. Falk

FILED
86 JAN 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCLOSURES

cc: Claire DeSilver

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W95-911
JAN 11 1996 BSB

(626)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

ROETZEL & ANDRESS
850 PARK SHORE DRIVE
TRIANON CENTRE THIRD FLOOR
NAPLES, FL 33940

SUBJECT: MANGROVE ACTION GROUP, INC.
Ref. Number: W96000000911

Hold For
Replacement
Articles

We have received your document for MANGROVE ACTION GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00001512

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* ALSO LICENSED IN OHIO
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Secretary of State
Division of Corporations
ATTN: Brenda Baker
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mangrove Action Group, Inc.

Dear Ms. Baker:

As we have discussed previously, we had previously forwarded to your attention Articles of Incorporation for Mangrove Preservation Group, Inc. It is our understanding that those Articles of Incorporation have not yet been filed. This will confirm our discussion that those are Articles of Incorporation are not to be filed.

In place of those Articles of Incorporation, enclosed please find Articles of Incorporation for Mangrove Action Group, Inc. Please file these Articles of Incorporation and provide us with a certified copy.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Very truly yours,



Steven M. Falk
For the Firm

SMF/dd/ens.
cc: Claire DeSilver
49768_1.WP5

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SUITE 1050, ONE CLEVELAND CENTER
1378 E. 9TH STREET
CLEVELAND, OHIO 44114
IRIS 623-0150
TELECOPIER: IRIS 623-0134

ARTICLES OF INCORPORATION
OF
MANGROVE ACTION GROUP, INC.
(a not-for-profit corporation)

FILED
96 JAN 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation shall be:

MANGROVE ACTION GROUP, INC.

The principal place of business of the corporation shall be:

811 Willowwood Lane
Naples, Florida 33963

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The corporation is formed exclusively for educational, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and specifically for the purpose of employing its existing resources, and acquiring funds from individuals, firms, foundations, associations, corporations, governmental bodies and all segments of the public in general, by active solicitation, to promote the preservation of the remaining mangroves in the Clam Bay conservation area from further die-off; to spur a long-term solution to the various causes of the present crisis and to insure restoration of the dead areas. The January 23, 1995 Seventh Revision of the Clam Bay Natural Resources Protection Area Management Plan should be the basis for a long-term plan to achieve a healthy ecosystem.

ARTICLE IV

The qualifications for members and the manner of their admission shall be as specified in the Bylaws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation shall be a minimum of (3), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Claire DeSilver	President 7515 Pelican Bay Blvd. #10A Naples, FL 33963
Raymond O'Connor	Treasurer 811 Willowwood Lane Naples, FL 33963
Richard Hamilton	Vice President 7515 Pelican Bay Blvd. #14D Naples, FL 33963
Muriel Lord	7515 Pelican Bay Blvd. #19B Naples, FL 33963
Alice Kay Potter	Secretary 6001 Pelican Bay Blvd Naples, FL 33963

Directors shall be elected in the manner stated in the Bylaws. Any Director may resign by delivering a written letter of resignation to the Chairman of the Board, the Secretary or the President. The resignation shall take effect at the time the letter is received by such person, unless a later time is specified therein. No acceptance shall be necessary to make a resignation effective.

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

(2)

ARTICLE VIII

The name and address of the incorporator is:

Claire DeSilver
7515 Pelican Bay Blvd. #10A
Naples, Florida 33963

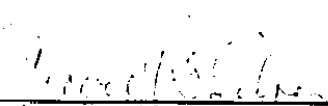
ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, 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 purposes set forth in Article III hereof. With respect to carrying on of propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office, the corporation shall do so to the extent permitted for a corporation which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of September, 1996.



Claire DeSilver

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING instrument was acknowledged and sworn to before
me this 17th day of JANUARY, 1996, by Claire DeSilver of
Mangrove Action Group, Inc.

Janice Y. Davis
Notary Public

My Commission Expires:

Nov 29, 97



JANICE Y DAVIS
My Commission CC332793
Expires Nov. 29, 1997
Bonded by ANI
800-852-0076

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Mangrove Action Group, Inc.

2. The name and address of the registered agent and office is:

Raymond O'Connor
811 Willowwood Lane
Naples, Florida 33963

Claire DeSilver
Claire DeSilver, President

DATE Jan 17, 1996

FILED
96 JAN 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Raymond O'Connor
Raymond O'Connor

DATE

1/17/96