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REFERENCE : 652538 3652A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 30, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 652538-005

CUSTOMER NO: 3652A

CUSTOMER: Dale A. Dettmer, Esq
KRASNY DETTMER THOMPSON
& JONES, P.A.
Suite 102
780 South Apollo Boulevard
Melbourne, FL 32901

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DOMESTIC FILING

NAME: PRIDMORE FAMILY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 7:58

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

66-88-21
105

ARTICLES OF INCORPORATION
OF
PRIDMORE FAMILY FOUNDATION, INC.

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Pursuant to the provisions of Section 617.0202 of the Florida not-for-profit Corporation Act, the undersigned foundation adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this foundation shall be the PRIDMORE FAMILY FOUNDATION, INC. and its principal place of business shall be located at 415 Palmetto Place, Indialantic, Florida 32903.

ARTICLE II
Purpose

This foundation is organized exclusively for charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

ARTICLE III
Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This foundation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE IV
Initial Board of Directors and Members

The initial Members and Board of Directors of the foundation shall consist of not less than three (3) nor more than ten (10) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the foundation shall be specified, from time to time, by the Bylaws, provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this

foundation are:

Thomas C. Pridmore
415 Palmetto Place
Indialantic, FL 32903

Donna Jan Pridmore
415 Palmetto Place
Indialantic, FL 32903

Dale A. Dettmer
780 S. Apollo Blvd.
Melbourne, FL 32901

ARTICLE V
Registered Office and Registered Agent

The street address of the initial registered office of this foundation is 415 Palmetto Place, Indialantic, Florida 32903 and the name of the initial registered agent of this foundation at that address is Thomas C. Pridmore.

ARTICLE VI
Incorporator

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

Thomas C. Pridmore
415 Palmetto Place
Indialantic, FL 32903

ARTICLE VII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII
Amendment

This foundation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE IX
Restrictions and Interpretation

Section 1. This foundation shall distribute its income for

each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Further, this foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 2. No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the foundation 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.

Section 3. No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a foundation, contributions to which are deductible under Section 170(c)(2) of the Code or by a nonprofit foundation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

Section 5. It is intended by the provisions of these Articles of Incorporation that the foundation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of this foundation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of this foundation.

ARTICLE X Dissolution

Upon the dissolution of the foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the foundation, dispose of all of the assets of the foundation exclusively for one or more of the purposes of the foundation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the

foundation 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 circuit court of the county in which the principal office of the foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the purposes of the foundation.

IN WITNESS WHEREOF, the undersigned, does subscribe and acknowledge these Articles of Incorporation and accordingly has hereunto set his hand and seal this 29 day of December, 1997.



THOMAS C. PRIDMORE, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29 day of December, 1997, by THOMAS C. PRIDMORE. He is personally known to me or has produced _____ as identification.


Notary Public



Susan E. Casamassima
MY COMMISSION # CC590138 EXPIRES
October 16, 2000
BONDED THRU TROY FARM INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

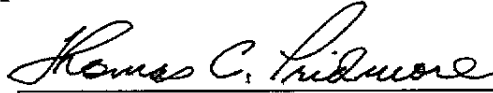
In compliance with Section 617.0501 and 607.0505, Florida Statutes, the following is submitted:

The PRIDMORE FAMILY FOUNDATION, INC. (the "Foundation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 415 Palmetto Place, Indialantic, Florida 32903 has named and designated: THOMAS C. PRIDMORE, with its registered office located at 415 Palmetto Place, Indialantic, Florida 32903 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as a Registered Agent for the PRIDMORE FAMILY FOUNDATION, INC. at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Foundation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Foundation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27 day of December, 1997.


Thomas C. Pridmore
Registered Agent

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