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AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

March 4, 1998

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Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Re: Atlantic Coast Marine Institute, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is an extra copy to be date stamped. Our check for \$70.00 is also enclosed.

Thank you for your assistance.

Sincerely,

David J. Hull /cv

David J. Hull

/cv
Enclosure

djh\ltr\incorp.sos

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

K. Rolfe MAR 4 1998

ARTICLES OF INCORPORATION
OF
ATLANTIC COAST MARINE INSTITUTE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming incorporated under the laws of the State of Florida, Chapter 617, the Florida Not-for-Profit Corporation Act, petition the Secretary of State for approval of such incorporation under the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Atlantic Coast Marine Institute, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if they are not filed by the Florida Department of State within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following purposes:

a. Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;

b. Conducting marine related education and rehabilitation programs for dependent, delinquent and other problem youth; and

c. Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent Federal Tax Law.

Section 3.2. Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these Articles, however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.3. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the Board of Trustees shall determine. 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 Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for charitable purposes and are described in Section 501(c)(3), 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the court shall determine.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

David J. Hull
Ausley & McMullen, P.A.
227 South Calhoun Street
Post Office Box 391
Tallahassee, Florida 32302

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation are to be managed by a Board of Trustees, consisting of not less than three (3) persons, including the Chairman of the Board and such other persons and officers as may be provided in the Bylaws.

Section 5.2. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

Section 5.3. The names and addresses of the persons who are to serve as members of the Board of Trustees until their successors are elected, are:

Rosemary Barkett
Federal Justice Building
99 N.E. 4th Street, #1223
Miami, FL 33132

Richard Bogatin
11382 Prosperity Farms Road
Palm Beach Gardens, FL 33410

Dari Bowman
19198 Pine Tree Drive
Tequesta, FL 33469

Michael Brown
2655 North Ocean Drive, Suite 200
Singer Island, FL 33404

Robert Callaway
1639 Forum Place, Suite 5
West Palm Beach, FL 33401

Michael Chidester
5305 Greenwood Avenue #103
West Palm Beach, FL 33407

John Girard
325 B Royal Poinciana Plaza
Palm Beach, FL 33480

States Hines
1800 Old Okeechobee Road
Suite 101
West Palm Beach, FL 33409

Toni Hulme
10641 Southeast Leparc Drive
Tequesta, FL 33469

Richard Lincoln
3228 Gun Club Road
West Palm Beach, FL 33401

Alan Lindsay
P.O. Box 431
Palm Beach, FL 33480

Timothy McCarthy
898 Enfield Street
Boca Raton, FL 33487

Rosalind Murray
2001 Broadway
Riviera Beach, FL 33404

Warren Newell
301 North Olive Avenue
West Palm Beach, FL 33401

Richard Sartory
5840 Corporate Way
Suite 100
West Palm Beach, FL 33407

Cyrus Smith
4400 PGA Boulevard, Suite 900
Palm Beach Gardens, FL 33410-9680

Robert Weaver
5915 Benjamin Center Drive
Tampa, FL 33634

John Wessel
200 W. Atlantic Avenue, Room 5
Delray Beach, FL 33444

Jerome Zel
636 US Highway 1
Ste. 114
North Palm Beach, FL 33408-4611

ARTICLE VI - EXECUTIVE COMMITTEE

The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board, and not less than two additional members as provided in the Bylaws of the Corporation. The Executive Committee shall have and may exercise all the powers of the Board of Trustees between meetings of the Board.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a Chairman of the Board of Trustees, and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws of the Corporation.

The officers who will serve until their successors are elected are:

The Honorable John D. Wessel	Chairman	South County Court House 200 W. Atlantic Ave., Room 5 Delray Beach, FL 33444
Ms. Dari M. Bowman	President	19198 Pine Tree Drive Tequesta, FL 33469
Mr. Richard C. Bogatin	Secretary	MJA Communications Corp. 11382 Prosperity Farms Road Palm Beach Gardens, FL 33410
Mr. Robert J. Callaway	Treasurer	Callaway & Price, Inc. 1639 Forum Place, Suite 5 West Palm Beach, FL 33401

ARTICLE VIII - ADOPTION AND CHANGE OF BYLAWS

Section 8.1. The Board of Trustees of this Corporation or the Executive Committee may adopt such Bylaws for the conduct of its business as it may deem necessary from time to time.

Section 8.2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees or the Executive Committee present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered or rescinded by approval of a majority of the members of the Board of Trustees.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 5915 Benjamin Center Drive, Tampa, Florida 33634.

ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of the Corporation is:

David J. Hull
Ausley & McMullen, P.A.
227 South Calhoun Street
Post Office Box 391
Tallahassee, Florida 32302

ARTICLE XII - NON-STOCK CORPORATION AND NO MEMBERS

This Corporation is organized under a non-stock basis and shall have no members.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the
4th day of March, 1998.




DAVID J. HULL

STATE OF FLORIDA

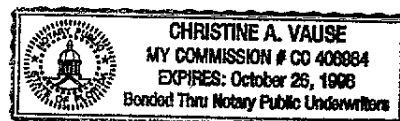
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DAVID J. HULL, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 4th day of
March, 1998.



Notary Public
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Atlantic Coast Marine Institute, Inc., desiring to organize under the laws of the State of Florida, hereby designates David J. Hull, located at 227 South Calhoun Street, Post Office Box 391, Tallahassee, Florida, 32302 as its registered agent to accept service of process within this State.

Dated this 4th day of March, 1998.



DAVID J. HULL

Having been named as registered agent to accept service of process for the above 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of March, 1998.



DAVID J. HULL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA