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March 5, 1998

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

Re: Gulf Coast All Sports Boosters Club, Inc.

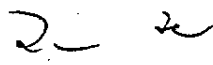
Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GULF COAST ALL SPORTS BOOSTERS CLUB, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I - NAME

The name of the corporation is GULF COAST ALL SPORTS BOOSTERS CLUB, INC. and its principal or registered office and mailing address is 7878 Immokalee Road, Naples, Florida 34119.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE AND POWERS

The purposes for which the corporation is organized include to further and support, including raising funds for donations to all athletic programs at Gulf Coast High School, for charitable, educational and athletic purposes, to provide volunteer services, to acquire, hold and dispose of property, and to engage in any lawful purpose or purposes allowed a Florida not for profit tax exempt corporation.

ARTICLE IV - DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than three. The Board of Directors shall determine the policies, fiscal matters and in general assume responsibilities for the business, property and affairs of the corporation.

Section 2. The Board of Directors shall be members of the corporation and shall unless otherwise provided be the President, Vice President, Secretary and Treasurer of the corporation.

Section 3. The names and addresses of the persons who are to serve as Directors until April, 1999 or until their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Daniel D. Peck	13087 Pond Apple Drive East Naples, FL 34119
Richard Wilson	511 29th Street NW Naples, FL 34120
Gary Davis	11400 Night Heron Drive Naples, FL 34119
Coleen Boxell	129 Madison Drive Naples, FL 34110

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at Gulf Coast High School, 7878 Immokalee Road, Naples, Florida. The initial registered agent of the corporation at that address shall be Lawrence D. Sather.

ARTICLE VI - QUALIFICATIONS OF MEMBERS

The membership of this corporation shall consist of all parents, coaches and such other persons over the age of 18 years who are not Gulf Coast High School students who have an interest in supporting the athletic program of Gulf Coast High School and who have paid their membership dues.

ARTICLE VII - INCORPORATORS

The name and address of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
Lawrence D. Sather	7878 Immokalee Road Naples, Florida 34119
Richard Wilson	511 29th Street NW Naples, FL 34120
Gary Davis	11400 Night Heron Drive Naples, FL 34119
Coleen Boxell	129 Madison Drive Naples, FL 34110

ARTICLE VIII - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer or such other officers as provided by the By-Laws and duly elected or appointed.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the By-Laws.

Section 3. The officers of the corporation shall serve also as the Board of Directors.

ARTICLE IX - BY-LAWS

Section 1. The Board of Directors or a majority of the members voting at a membership meeting of this corporation may adopt such By-Laws for the conduct of business and the carrying out of its purposes as they may deem appropriate at the time of incorporation.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by two-thirds of the members of the General Membership who are present or voting by proxy at any regular meeting or at any special meeting called for that purpose.

ARTICLE X - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

Section 2. Amendments to the Articles of Incorporation shall be by a two-thirds vote of those present or voting by proxy.

ARTICLE XI - NON-PROFIT STATUS

No part of the net earnings, dividends or profits of the corporation shall inure to the benefit of or be distributed to any individual or member, director or officer of the corporation.

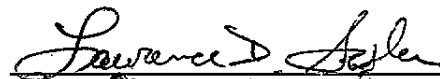


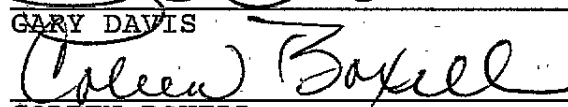
This corporation shall not engage in any activities not permitted to be carried on by Section 501(c)(3) of the Internal Revenue Code or for purposes which would jeopardize the maintenance of a tax exempt status.

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any member, officer, director or trustee of this corporation.

ARTICLE XII - LIABILITY

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him except for a criminal act or willful misconduct and shall not be liable if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

IN WITNESS WHEREOF, we have subscribed our names this 2nd day of February, 1998.


LAWRENCE D. SATHER

RICHARD WILSON

GARY DAVIS

COLEEN BOXELL

STATE OF FLORIDA
COUNTY OF COLLIER

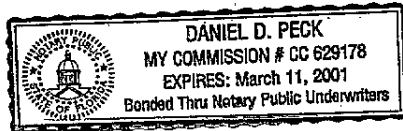
On this 2nd day of February, 1998, before me, a Notary Public in the aforesaid State and County, personally appeared LAWRENCE D. SATHER, RICHARD WILSON, GARY DAVIS, COLEEN BOXELL who are well known to me to be the persons named in and who executed

the foregoing instrument and who severally acknowledged that they executed the same freely.

Witness my hand and official seal in the County and State last aforesaid this 2nd day of February, 1998.

Daniel D. Peck
DANIEL D. PECK, Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, LAWRENCE D. SATHER, agree to act as resident agent for the above corporation and to comply with the legal requirements in connection therewith.

Date: February 2, 1998.

Lawrence D. Sather
LAWRENCE D. SATHER

glfcoast



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA