

BOULAND & SMITH, L.L.P.

Attorneys at Law
108 N. Magnolia Avenue
Suite 701
P. O. Box 2120
Ocala, Florida 34478-2120

Marty Smith
John Bouland

Tel.: (352) 622-1717
Fax: (352) 620-0756

N98000002187
April 10, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

6

FILED
98 APR 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

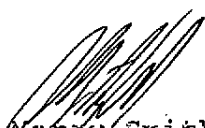
Re: Proposed Corporate Name: U.S. Veteran's Corporation

Dear Sirs / Madam:

Enclosed with this letter find an original and one copy of Articles of Incorporation for the above-referenced corporation. Also, find enclosed a check in the amount of \$122.50 payable to the Department of State for the filing fee, registered agent designation and certificate.

Thank you for your prompt attention to this matter. If you require any additional information please call.

Sincerely,


Marty Smith
For the Firm

000002489560--9
-04/15/98--01054--014
***122.50 ***122.50

MS/hhd

Enclosures

PROCESSER APR 16 1998

FILED
98 APR 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

U.S. VETERAN'S CORPORATION

Article I - Name

Section 1. The name of this corporation shall be the U.S. VETERAN'S CORPORATION ("Association"). It shall operate as a non-profit corporation organized under the laws of the State of Florida.

Article II - Offices

Section 1. The location of the principal offices of the Association for the transaction of its business shall be at 1051 Northeast 189th Lane, Citra, Florida 32113, and such other location as may be determined and fixed by the Board of Directors. The mailing address for the Association shall be Post Office Box 960, Citra, Florida 32113 unless and until changed by the Board of Directors.

Article III - Purpose, Objective and Scope

Section 1. Purpose. The purpose of the Association shall be to assist veterans of the United States Armed Forces and to promote public awareness of veteran's issues and such other lawful purposes as may be determined by the Board of Directors.

Section 2. Objective. The objective of the Association is to promote good will and fellowship among veterans of the United States Armed Forces and their families and to promote veteran's issues locally.

Section 3. Scope. The scope of this Association shall be on a local basis and this organization is not affiliated with any other nationally recognized veteran's organization.

Section 4. Non-Profit Organization. The Association shall be a non-profit corporation.

Section 5. Existence. The Association shall have perpetual existence unless dissolved by its membership.

Article IV - Directors

Section 1. Manner of Appointment or Election of Directors.

The manner of appointment or election of Directors shall be as set forth in the Bylaws adopted by the Association.

Article V - Powers

Section 1. The Association shall have those powers as granted to it under the laws of the State of Florida (without limitation unless expressly provided in these Articles), these Articles, and the Bylaws.

Article VI - Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Donald L. Winterrowd
1051 NE 189th Lane
Citra, FL 32113

Article VII - Incorporators

The name and street address of the incorporators for these Articles of Incorporation is:

Donald L. Winterrowd
1051 NE 189th Lane
Citra, FL 32113

Frank V. Russell
P. O. Box 274
Orange Lake, FL 32681

Article VIII - Membership

Section 1. Regular Membership. Membership in the Association will be granted by Board of Directors vote to anyone who served thirty (30) consecutive days in the United States Military and was honorably discharged.

Section 2. Associate Membership. Association membership will be granted by Board of Directors vote to those individuals named to membership because of their outstanding contributions to some phase of the organization.

Section 3. Advisory Membership. Advisory membership will be granted by Board of Directors vote to those individuals who are interested in the promotion and welfare of the organization.

Section 4. Membership Certificate. After the requirements for admission to membership have been met, the Association shall issue to each member a nontransferable certificate of membership in the form prescribed by the Board of Directors.

Section 5. Membership Transfer. Membership in the Association shall not be transferable.

Section 6. Membership Discontinuance. Membership in the Association will be discontinued if dues are not paid when due.

Section 7. Voting. Members eligible to vote shall be active, regular members of the Association who have paid their dues and have met other necessary requirements annually as determined by the Association. All regular members shall be entitled to one vote.

Article IX - Meeting of Members

Section 1. Annual Meetings. Annual meetings of the members of the Association shall be held at a time and place in Florida each year to be designated by the Association's Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors on written notice to the members or by written request of ten (10) members of the Association with due notice given to the members.

Section 3. Notice of Meetings. Notice of meetings of the members shall be given in writing to all members by mailing a copy of such notice to each member ten (10) days prior to the time of meeting; such notice shall specify the time and place of the meeting. Notice is effective when mailed, if mailed

postpaid and correctly addressed to the member's address shown in the Association's current record of members.

Section 4. Quorum. A quorum shall consist of at least one-quarter (1/4) of the members of the Association.

Article X - Officers

Section 1. Types. The officers shall be President, Vice President, Secretary/Treasurer, and four (4) Board Members. All officers, including Board Members, shall be selected by the Board of Directors.

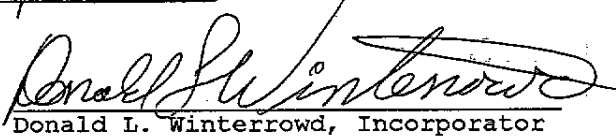
Section 2. Eligibility. All individuals who are active, regular members, who have paid their dues, and who have met other necessary requirements annually as determined by the Association shall be eligible to hold office.

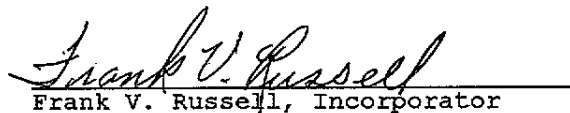
Section 3. Time of Election. All elective officers shall be elected by the Board of Directors at an annual Board of Directors' meeting.

Article XI - Amendment of Articles and Bylaws

Section 1. Amendment. The Articles and the Bylaws may be amended at any annual meeting by a vote of two-thirds (2/3) of the members present.

The undersigned incorporators have executed these Articles of Incorporation this 8th day of April, 1998.


Donald L. Winterrowd, Incorporator


Frank V. Russell, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, Fla. Stat., 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: U.S. VETERAN'S CORPORATION.
2. The name and address of the registered agent and office is:

Donald L. Winterrowd
(NAME)

1051 NE 189th Lane
(P.O. BOX NOT ACCEPTABLE)

Citra, FL 32113
(CITY/STATE/ZIP)

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

Date

Donald L. Winterrowd

4/8/98

FILED
98 APR 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA