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LAW OFFICES

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CURTIS S. FALLGATTER
BRUCE J. FLETCHER
TIMOTHY P. KELLY

TELEPHONE
904-353-5800
FACSIMILE
904-353-5801

April 24, 1998

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

300002502533--G
-04/28/98--01045--004
*****70.00 *****70.00

Re: Seaside Gentlemen's Fellowship, Inc. (A Non-Profit Corporation)

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Seaside Gentlemen's Fellowship, Inc., a non-profit corporation, and our firm check in the amount of \$70.00 for the filing fee. Upon filing of the articles, please return a file stamped copy to our office in the envelope provided.

If you have any questions, please call.

Sincerely,

William L. Roelke, Jr.

William L. Roelke, Jr.

WLR:rds
Encls.
36487

FILED
98 MAY -1 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/1/98

ARTICLES OF INCORPORATION

OF

SEASIDE GENTLEMEN'S FELLOWSHIP, INC.

(A NON-PROFIT CORPORATION)

ARTICLE I-NAME

The name of this Corporation is Seaside Gentlemen's Fellowship, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The address of the initial principal office of this Corporation is 1 Independent Drive, Suite 2401, Jacksonville, Florida 32202.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business not for pecuniary profit, including providing fundraising and volunteer support to nonprofit organizations in the greater Jacksonville area.

ARTICLE IV-ELECTION OF DIRECTORS

The method of election or appointment of directors are provided in this Corporation's bylaws.

FILED
98 MAY -1 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

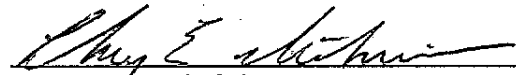
ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 1 Independent Drive, Suite 2401, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Alan E. Dickinson.

ARTICLE VI-INCORPORATOR

The name and address of the incorporator is Alan E. Dickinson, 1 Independent Drive, Suite 2401, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 1998.


Alan E. Dickinson, Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28th
day of April, 1998, by Alan E. Dickinson. He is personally known
to me.

William L. Roelke

Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number:

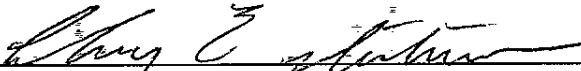


WILLIAM L. ROELKE
COMMISSION # CC 672690
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

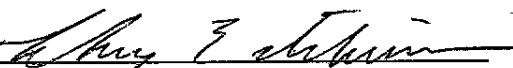
That Seaside Gentlemen's Fellowship, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Alan E. Dickinson, located at 1 Independent Drive, Suite 2401, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Alan E. Dickinson, Incorporator
Date: 4/28/98

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Alan E. Dickinson hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Alan E. Dickinson
Date: 4/28/98

36483

FILED
98 MAY -1 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA