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May 29, 1998

Secretary of State
Division of Corporations
Attn: Ms. Doris McDuffy
P.O. Box 6327
Tallahassee, FL 32314

000002544270--8

-06/02/98--01054--003

***603.75 ***603.75

Re: Palmetto Beach Athletic Club, Inc.

Dear Ms. McDuffy:

Enclosed please find the following properly executed documents regarding the above referenced non-profit corporation:

1. Certificate of Reincorporation
2. Application for Reinstatement and Reincorporation of Legislatively or Judicially Chartered Not for Profit Corporation
3. Application for Reinstatement
4. Check made payable to Department of State in the amount of \$603.75

The enclosed documents and fees should be sufficient for you to reincorporate/reinstate Palmetto Beach Athletic Club, Inc. Please provide me with a Certificate of Status when the reincorporation/reinstatement has been accomplished.

If the enclosed check exceeds your fees, please refund the difference made payable to Palmetto Beach Athletic Club, Inc. and mail it to me.

Your assistance is appreciated. If you have any questions or anything further is required, please contact me.

Very truly yours,

Jack M. Larkin

JML:ibh
Encls.

JML
6/2/98

542.50 C.F.
61.25 CERT
603.75

FILED
98 JUN -2 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


APPLICATION FOR REINSTATEMENT AND REINCORPORATION
OF LEGISLATIVELY OR JUDICIALLY CHARTERED
NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH SECTION 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO SECTION 617.1623(1)(c):

1. Name of corporation: PALMETTO BEACH ATHLETIC CLUB, INC.
2. Address of corporation: 2007 Stuart Street, Tampa, Florida 33605.
3. Date of incorporation: April 16, 1948.
4. FIE number: 59-3067812.
5. Does this corporation claim the Internal Revenue Service 501(c)(3) status? Yes X No .
6. Name, address and title of current officers and/or directors:

| | | |
|----------------|------------------|----------------------|
| Director | James Douglas | 5804 S. 20th Avenue |
| President | | Tampa, FL 33619 |
| Director | Bobby Comparetto | 1302 - 15th Street |
| Vice President | | Tampa, FL 33605 |
| Director | Will Guevin | 2007 Stuart Street |
| Secretary | | Tampa, FL 33605 |
| Director | Bobby Phipps | 405 Lemon Tree Dr. |
| | | Tampa, FL 33619 |
| Director | Joel Thompson | 7405 Patrician Place |
| | | Tampa, FL 33619 |

7. Attached is a copy of the judicial charter and all amendments thereto certified by the circuit court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections, as to legislative charters and completed Certificate of Reincorporation.


BOBBY COMPARETTO
Director/Vice President
1302 - 15th Street
Tampa, FL 33605

FILED
98 JUN -2 PM12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REINCORPORATION
OF
PALMETTO BEACH ATHLETIC CLUB, INC.**

FILED
98 JUN -2 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there are no members entitled to vote on the reincorporation.

ARTICLE I - NAME

The name of the corporation shall be: PALMETTO BEACH ATHLETIC CLUB, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this corporation is 2007 Stuart Street, Tampa, Florida 33605.

ARTICLE III - PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are): to advance the education, civic and economic interests of Hillsborough County, Florida, particularly in the Palmetto Beach section; to work in harmony and cooperation with other civic, fraternal and social organizations in Hillsborough County, Florida, and all movements to improve municipal, county, state and national affairs; to participate in campaigns to raise funds for public charities and to make gifts and appropriations from time to time to carry out the objectives and purposes of the corporation; to work for the elimination of juvenile delinquency and to provide athletic and recreational facilities for adults and juveniles and to provide

a center of good environment where its members may meet for social purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as stated in the bylaws of the corporation.

ARTICLES V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: Bobby Comparetto, 1302 - 15th Street, Tampa, Florida 33605.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

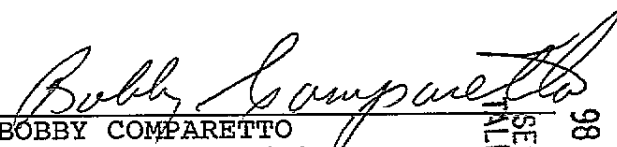
The corporation powers of this corporation are as provided in Section 617.0302, Florida Statutes.

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for this corporation at the place designated in these articles of incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with the obligations of my position as registered agent.


BOBBY COMPARETTO
Registered Agent

The Certificate of Reincorporation was executed this 26th day of May, 1998.


BOBBY COMPARETTO
Vice President/Director

98 JUN -2 PM12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED
98 JUN -2 PM 12:57
27/1/1989
CLERK OF STATE
TALLAHASSEE, FLORIDA

CHARTER OF
PALMETTO BEACH ATHLETIC CLUB, INC.

The undersigned associate themselves together for the purpose of becoming incorporated as a corporation not for profit under the provisions of Sec. 617.01, Florida Statutes Annotated.

ARTICLE I.

The name of the corporation shall be Palmetto Beach Athletic Club, Inc. Its location shall be in Hillsborough County, Florida.

ARTICLE II.

The general objects and purposes of the corporation is to advance the educational, civic, and economic interests of Hillsborough County, Florida, particularly in the Palmetto Beach Section; to work in harmony and cooperation with other civic, fraternal, and social organizations in Hillsborough County, Florida in all movements to improve municipal, county, state and national affairs; to participate in campaigns to raise funds for public charities and to make gifts and appropriations from time to time to carry out the objectives and purposes of the corporation; to work for the elimination of juvenile delinquency and to provide athletic and recreational facilities for adults and juveniles; to provide a center of good environment where its members may meet for social purposes.

ARTICLE III.

Eligibility and qualification of members and the manner of their admission shall be provided by the constitution and by-laws.

ARTICLE IV.

The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE V.

The names and residences of the subscribers to this group are:

| NAME | RESIDENCE |
|------------------|-----------------------------------|
| F. J. Dias | 601 S. 22nd Street Tampa, Florida |
| Joe Dees | 2402 Harper Street " |
| E. L. Claybourne | 2005 Kenlock Avenue " |
| Richard E. Head | 2402 Durham Street " |
| Leonard Riggle | 2414 - 32nd Street " |

27 340

ARTICLE VI.

The management of the corporation shall be vested in the officers and trustees or as otherwise provided by the constitution and by-laws and the time at which such officers and trustees shall be appointed or elected shall be provided for therein.

ARTICLE VII.

The names of the officers and trustees who are to manage all the affairs until the first election or appointment under this charter are:

OFFICERS

F. J. Diaz - President
O. Sanchez - Vice-President
Dominick Maggio - Secretary
Albert Martinez - Treasurer
Richard H. Head - Conductor
Joe Suco - Chaplain
Joe Perez - Inside Guard
William Smith - Outside Guard

TRUSTEES

E. L. Claybourne
Benny Vigo
Leonard Riggio

ARTICLE VIII.

The constitution and by-laws are to be adopted by a majority of the members present at a meeting called for such purpose. Provided, however, that the proposed constitution and by-laws must first be read at three separate meetings prior to the meeting at which they are adopted.

ARTICLE IX.

The highest amount of indebtedness or liability which the corporation may at any time subject itself shall be fifty thousand dollars (\$50,000.00).

The amount in value of real estate which the corporation may hold is seventy-five thousand dollars (\$75,000.00).

Subscribed by us this 16th day of April, A. D. 1948.

F. J. Diaz
Leonard Riggio
Joe Suco

Richard H. Head
E. L. Claybourne

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

27-341

Before me, the undersigned authority, an officer authorized to take acknowledgments, personally appeared F. J. Diaz, to me well known and known to me to be one of the subscribers to the foregoing Charter, and he acknowledged before me that he signed and executed the same as one of the incorporators thereof; and he further acknowledged before me that it is intended in good faith to carry out the purposes and objects set forth therein.

F. J. Diaz

Sworn to and subscribed
before me this 16th day
of April, A. D. 1948.

Edith J. R. Hill
Notary Public
Notary Public, State of Florida
My commission expires October 30,
1950.

The foregoing proposed charter of Palmetto Beach Athletic Club, Inc.
having been presented to me for approval in my Chambers in the City of Tampa,
Florida at 9:30 o'clock on the 16th day of April, A. D. 1948.

I find that said Charter is in proper form and for an object
authorized by Sec. 617.01, Florida Statutes Annotated, and the same is hereby
approved by me.

DONE and ORDERED at Tampa, Florida this 16th day of April, A. D. 1948.

Henry A. Hunter
Circuit Judge

148 78

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Witness my hand and official seal this _____ day of _____, 19____.

THE FOREGOING PROCEEDINGS BEING
STATE OF FLORIDA
County of Hillsborough
FILED FOR RECORD
THIS APR 16 1938
RECORDED IN BOOK 27
PAGE 339
CHAS. H. PENT
CLERK CIRCUIT COURT

RECEIVED
APR 16 1938
1700
2404
HAYES



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH
THIS IS TO CERTIFY THAT THE FOREGOING IS A
TRUE AND CORRECT COPY OF THE DOCUMENT ON
FILE IN MY OFFICE. WITNESS MY HAND AND
OFFICIAL SEAL THIS 27 DAY OF May
1938
RICHARD AKE, CLERK
BY _____