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July 24, 1998

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

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-07/29/98--01016--008
****122.50 ****122.50

Re: Bataan-Eco Project, Inc.

Greetings:

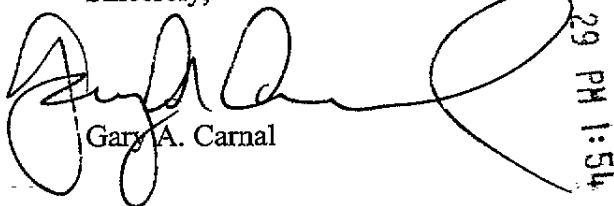
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check in the amount of \$ 122.50 covering the fees and charges for the items listed below, as indicated:

- a. Articles Of Incorporation filing fee, \$35.00.
- b. Certified copy of Articles Of Incorporation, \$52.50.
- c. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


Gary A. Carnal

GAC/rsk
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 1:54

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07-31-98

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BATAAN-ECO PROJECT, INC.
(A Florida Nonprofit Corporation)**

ARTICLE I. NAME

The name of this corporation shall be **Bataan-Eco Project, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose to get tourists to travel to assist in replanting of forests on military shrines engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Edwin Corl - President
4720 Coronado Way South
St. Petersburg, Florida 33711

Ludivina Liebig - Vice President
4720 Coronado Way South
St. Petersburg, Florida 33711

Beth Sulpice - Secretary/Treasurer
11770 Exeter Street North
Seminole, Florida 33772

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This

corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Edwin Corl
Vice President	Ludivina Liebig
Secretary	Beth Sulpice
Treasurer	Beth Sulpice

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: **4720 Coronado Way South, St. Petersburg, Florida.**

The name of the individual who shall serve as this corporation's initial registered agent at that address is: **Edwin Corl.**

ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

Edwin Corl - President
4720 Coronado Way South
St. Petersburg, Florida 33711

Ludivina Liebig - Vice President
4720 Coronado Way South
St. Petersburg, Florida 33711

Beth Sulpice - Secretary/Treasurer
11770 Exeter Street North
Seminole, Florida 33772

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of two-thirds (66.7%) of the quorum of this corporation's members.

ARTICLE XIV. I.R.S QUALIFYING PROVISIONS

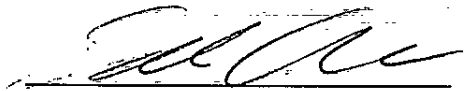
Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

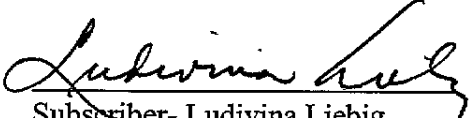
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by

the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

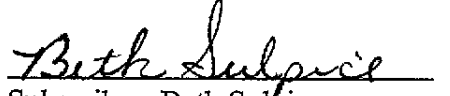
The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.


Subscriber- Edwin Corl

7/21/98
Date


Subscriber- Ludivina Liebig

7/24/98
Date


Subscriber- Beth Sulpice

7/24/98
Date


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DIVISION OF CORPORATIONS
98 JUL 29 PM 1:55

I hereby accept my designation as resident agent and agree to serve as the resident agent of Bataan-Eco Project, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Bataan-Eco Project, Inc.


Edwin Corl - Registered Agent

State Of Florida
County Of Pinellas

On July 24, 1998, Edwin Corl, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above as the subscribers to these Articles Of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Bataan-Eco Project, Inc..


Notary Public:
Commission Expiration Date & Commission Number:



(SEAL)