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MARK W. LORD
Attorney at Law

P.O. Box 1643, 34230
46 N. Washington Blvd., Suite 16
Sarasota, FL 34236
941-365-4995

October 1st, 1999

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Division of Corporations
P.O.Box 6327
Tallahassee, Florida

RE: SWEET TOMATOES JUNIOR
VOLLEYBALL CLUB, INC.

Ladies and Gentlemen:

Enclosed are the corporate articles and charter fee for the above referenced corporation. Please register it as a non profit corporation under Florida law and return the corporate certificate.

Thanking you in advance for your cooperation, I remain,

Very truly yours,


Mark W. Lord

enc.: (2)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SWEET TOMATOES JUNIOR VOLLEYBALL CLUB, INC.

The undersigned hereby executes the following Articles of Incorporation to form a corporation not for profit under Florida law:

ARTICLE I

The name of the corporation is: SWEET TOMATIES JUNIOR VOLLEYBALL CLUB, INC..

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized, and shall be operated exclusively for an educational purpose; to wit: to teach and develop volleyball skills among juniors. More specifically, the corporation is organized to encourage, organize, promote, and foster the development of competitive volleyball skills and participation among boys and girls below the age of nineteen (19). The corporation may fulfill this purpose by all lawful means, including the utilization of gymnasiums and other recreational and sports facilities made available by private entities and by state and local schools, colleges, and universities.

The activities of the corporation may include the generation of financial support for the corporation and its purposes by the solicitation of gifts, grants, and donations. The corporation may also engage in various fundraising activities,

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conduct other independent activities supportive of the corporation and its purposes, invest funds derived from its activities, distribute funds to qualified persons and organizations in amounts deemed proper for the uses and purposes of the corporation, and perform all acts reasonably incident to the foregoing purposes and objectives.

No part of any net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, and directors, or other private persons and entities, except that the entity may provide reasonable compensation for services rendered and may make payments and distributions to further the purposes of the corporation. No substantial part of the corporation's activities shall be the dissemination of propaganda or the attempt to influence legislation. The corporation 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 these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 from Federal income tax (or exempt under the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV

Membership in the club is available to all males and females that have not attained the age of nineteen (19). The corporation may charge a monthly membership fee to be determined by the Board of Directors.

ARTICLE V

The affairs of the corporation shall be managed by the Board of Directors, consisting of three (3) directors initially. The number of directors may be increased from time to time in accordance with corporate bylaws, but shall never be less than three (3). The names and addresses of the initial corporate directors are:

HUBERTUS A. HOOGLANDER
2728 Oakmere Lane
Sarasota, Florida 34231

SUSAN E. HOOGLANDER
2728 Oakmere Lane
Sarasota, Florida 34231

DONALD WENDELL
2393 Staver Street
Port Charlotte, Florida 33980

ARTICLE VI

The street address of the initial registered office and the name of the Registered Agent at that office are

HUBERTUS A. HOOGLANDER
2728 Oakmere Lane
Sarasota, Florida 34231

ARTICLE VII

The principal office and mailing address of the corporation is:

Sweet Tomatoes Junior Volleyball Club, Inc.
c/o Hubertus A. Hooglander
2728 Oakmere Lane
Sarasota, Florida 34231

ARTICLE VIII

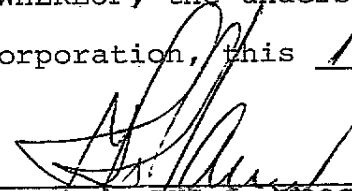
The name and address of the incorporator is:

HUBERTUS A. HOOGLANDER
2728 Oakmere Lane
Sarasota, Florida 34231

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1st of October, 1999.



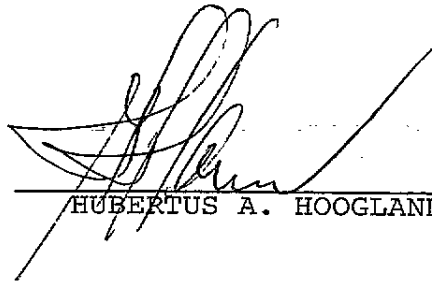
HUBERTUS A. HOOGLANDER
Director/Incorporator

SWEET TOMATOES JUNIOR VOLLEYBALL CLUB, INC., wanting to establish its registered office at the location designated in these articles, has named HUBERTUS A. HOOGLANDER, 2728 Oakmere Lane, Sarasota, Florida 34231, as its agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above non profit corporation at the location designated herein, I hereby agree to act in this capacity, and I further agree to comply with Florida law.

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HUBERTUS A. HOOGLANDER

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