

**ARTICLES OF INCORPORATION
OF
3D_s DRILL TEAM OF PLANT CITY, FLORIDA, INC.
(A Corporation Not-For-Profit)**

FILED
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STATE
HILLSBOROUGH, FLORIDA

ARTICLE ONE - NAME

The name of this Corporation shall be 3D_s DRILL TEAM OF PLANT CITY, FLORIDA, INC., with its principal place of business located at 1809 E. Alabama Street, Plant City, Hillsborough County, Florida.

ARTICLE TWO - DURATION

The Corporation shall have a perpetual existence, commencing on the date of filing.

ARTICLE THREE - PURPOSE

A. GENERAL

1. To conduct and support activities to establish a positive environment for the youth in the Plant City, Florida community to aid in development of self-esteem and confidence.
2. To promote discipline and responsibility among the youth of the Plant City community.
3. To perform any acts necessary, suitable or proper for the accomplishment of the purposes herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this Corporation, and to do said acts as fully and to the same extent as natural persons might or could do, in

any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

4. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation, or the enjoyment and exercise of these powers as conferred by the laws of the State of Florida and the United States of America.

5. It is intended that this Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

B. RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 Subpart A of this Article III. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not carry on any other activities not permitted

to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE FOUR - MEMBERSHIP

The membership in this Corporation shall be extended to any person who is age five (5) to eighteen (18) years old, residing in Hillsborough County, Florida, who is attending grade school and who is interested in the principles outlined in the purposes stated in Article Three hereof, and the qualifications and manner of their admission and retention of membership shall be as specified in the Bylaws of the Corporation.

ARTICLE FIVE - SUPPORTING MEMBERSHIP

The supporting membership of this Corporation shall be the Advisory Committee of 3Ds Drill Team Of Plant City, Florida, Inc., and they shall constitute the representative body for election of corporate directors. The Advisory Committee shall be comprised of parents of members of the Corporation and shall serve from year-to-year, and upon a vacancy or decision to increase the number of Advisory Committee members, they shall be selected through nomination by a present committee member and approved by a majority of the committee members.

ARTICLE SIX - MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors, which Board shall consist of not less than three (3) Directors, elected by the Advisory Committee at the annual meeting thereof, and they shall hold office until their

successors are duly elected and qualified. Such Board of Directors, at its annual meeting, shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other Directors or officers as may from time-to-time be necessary to administer actively the affairs of the Corporation, such officers to hold office at the pleasure of the Board of Directors, or until their successors are duly elected and qualified. Such officers shall have duties, tenure and compensation as may be specified by the Board of Directors. Vacancies occurring in the Board of Directors and in the officers, by death, resignation, expulsion or otherwise, shall be filled in the manner prescribed herein or by the Bylaws. The names, titles of officers, and addresses of the members constituting the initial Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RUDYNE P. LEE	PRESIDENT	1809 E. Alabama St. Plant City, FL 33566
DOROTHY SMITH	VICE-PRESIDENT	1004 E. Jenkins St. Plant City, FL 33566
ELSIE ROBINSON	SECRETARY	1706 E. Warren St. Plant City, FL 33566
PEARL MOBLEY	TREASURER	711 E. Alabama St. Plant City, FL 33566

ARTICLE SEVEN - BYLAWS

The affairs of the Corporation shall be governed by the Bylaws, which shall be adopted by the initial Board of Directors, as constituted under Article Six, at the organizational meeting of the Board of Directors, and said Bylaws may thereafter be

altered, amended, added to or rescinded by the Board Of Directors of the Corporation at any regular or special meeting thereof, upon two-thirds (2/3) affirmative vote of the Board of Directors.

ARTICLE EIGHT - MEETINGS

All meetings, including the annual business meeting of the Corporation shall be held on a date and at a time designated by the directors of the Corporation, in accordance with the Bylaws. These meetings shall be held to receive reports of committees and auxiliaries, plan the Corporation's programs and activities, and act upon such other corporate business as may be proper.

ARTICLE NINE - AMENDMENTS

The Corporation reserves the right to amend the Articles of Incorporation at any regular or special meeting of the Board Of Directors, as provided in the Bylaws or in accordance with the laws of the State of Florida.

ARTICLE TEN - DISTRIBUTIONS ON LIQUIDATION OR DISSOLUTION

Upon the dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, as the Board of Directors shall determine.

Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes. In no event shall any of the net assets of the Corporation be distributed to or for benefit of any member, officer, or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated solely by reason of the fact that one or more of the members, officers, or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

ARTICLE ELEVEN - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation 1809 E. Alabama Street, Plant City, Florida 33566, and the name of the initial registered agent of this Corporation at that address is RUDYNE P. LEE, who, upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE TWELVE - INCORPORATORS

The name and address of the person signing these Articles as
Incorporator are as follows:


RUDYNE P. LEE

1809 E. Alabama Street
Plant City, FL 33562

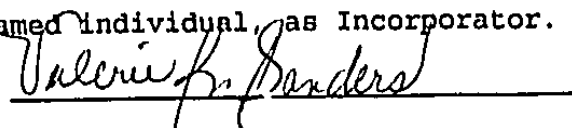
FILED
OCT 22 AM 11:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of 3Ds DRILL TEAM OF
PLANT CITY, FLORIDA, INC. were acknowledged by me this 14th day
of October 1996, by the above named individual, as Incorporator.

MY COMMISSION EXPIRES:


NOTARY PUBLIC, STATE OF FLORIDA



VALENTIE H SANDERS
My Commission CC367405
Expires May. 16, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for 3Ds
DRILL TEAM OF PLANT CITY, FLORIDA, INC., at the place designated
in the Articles of Incorporation, RUDYNE P. LEE, agrees to act in
this capacity, and agrees to comply with the provisions of
Section 48.091 relative to keeping such office.

DATED this 14th day of October 1996.


RUDYNE P. LEE