

P980000 84598

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

BARNETT BANK CENTER
240 SOUTH PINEAPPLE AVENUE
P. O. BOX 49948
SARASOTA, FLORIDA 34230-6948

WATS (FROM TAMPA) 645-7105
PHONE (941) 366-6660
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 TAMiami TRAIL SOUTH
VENICE, FLORIDA 34285

PHONE (941) 485-8200
FAX (941) 488-9436

ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHRYN ANGELL CARR*
STEVEN J. CHASE**
RONALD L. COLLIER
KATHLEEN M.P. DAVIS

HARVEY J. ABEL

KENNETH D. DOERR
CHERYL L. GORDON
SCOTT E. GORDON
BENJAMIN R. HANAN
MARK D. HILDRETH***
WILLIAM R. KOPF*
KURT E. LEE
BARBARA B. LEVIN

OF COUNSEL
RICHARD W. COONEY

GEORGE H. MAZZARANTANI
JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

JOHNSON S. SAVARY

<http://www.abelband.com>
E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABATE-IL
STEVEN J. CHASE-GA
MICHAEL S. TAAFFE-NJ & NY
DAVID S. WATSON-PA
SCOTT E. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Business Litigation Lawyer

Please refer to our file number:

4290-2

Writer's direct line:

Reply to: (941) 364-2729

Sarasota

September 29, 1998

Bureau of Corporate Records
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

500002653025--8
-10/01/98--01022--009
****122.50 *****78.75

Re: The Messenger of Sarasota, Inc.

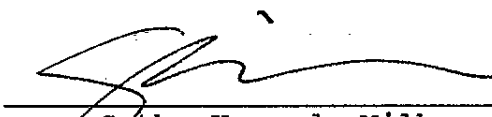
Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

Please return the certified copy of the Articles of Incorporation to the undersigned via regular mail.

Very truly yours,


Gatha Kennedy Milhorn
Corporate Paralegal

CLG:gkm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 1 PM 2:42

(CLG:gkm\State.Art)

B. BROCK OCT 1 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 2:42

ARTICLES OF INCORPORATION

OF

THE MESSENGER OF SARASOTA, INC.

THE UNDERSIGNED incorporator of these Articles of Incorporation, being a natural person competent to contract is desirous of forming a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

THE MESSENGER OF SARASOTA, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The principal office and mailing address of said Corporation shall be located at:

3400 Beneva Road #215
Sarasota, Florida 34232

ARTICLE III

INITIAL REGISTERED AGENT AND OFFICE: The initial registered agent and registered office of the Corporation shall be:

Margo K. Wirth

3400 Beneva Road #215
Sarasota, Florida 34232

ARTICLE IV

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including as the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; and is

authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a Corporation may be formed under the Florida Not For Profit Corporation Act.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors of the Foundation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE V

POWERS: This corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of Section 501(c)(3) of the Internal Revenue Code and which are convenient or necessary to effect the purposes of the corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, trustees, 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 Article III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempt to influence legislation.

(3) The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

MEMBERS:

(1) The initial members of the corporation shall be the incorporators as set forth in Article VIII hereof. The membership shall be open to all persons interested in the objectives of the corporation.

(2) The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

(3) Prospective members shall be admitted to membership upon approval by the Board of Directors, according to procedures and limitations established in the By-Laws.

ARTICLE VII

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as Amended.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. 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, 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 so disposed of shall be disposed of by the Civil Court of the county in which the principal office of the Corporation 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.

ARTICLE IX

NAME AND ADDRESS OF INCORPORATOR: The name and address of the incorporator to these Articles is as follows:

Margo W. Wirth

3400 Beneva Road #215
Sarasota, Florida 34232

ARTICLE X

DIRECTORS: This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Members. Vacancies on the Board of Directors may be filled in such a manner as provided by the By-Laws.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Members and approved at a Members Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto executed these Articles this 29th day of September, 1998, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Margo K. Wirth
Margo K. Wirth

"INCORPORATOR"

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Margo K. Wirth
Margo K. Wirth

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 2:42