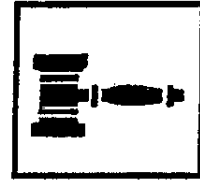


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Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: CLARENCE VANDERBILT HOLDER FOUNDATION INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

Certificate and filing fee

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

*Connie verified that this
is for profit.
BR 10/25/99*

FILED
99 OCT 21 PM 6:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 22 1999

ARTICLES OF INCORPORATION
OF
CLARENCE VANDERBILT HOLDER FOUNDATION INC.

FILED
99 OCT 21 PM 6:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be CLARENCE VANDERBILT HOLDER FOUNDATION INC.

The principal place of business of this corporation shall be:
5490 Holden Road, Port St. John, Florida 32927.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

BEVERLY ELIZABETH JAMES
5490 Holden Road
Port St. John, Florida 32927

ARTICLE VI INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

BEVERLY ELIZABETH JAMES
5490 Holden Road
Port St. John, Florida 32927

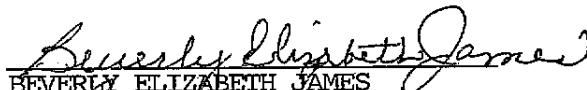
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 1999.


BEVERLY ELIZABETH JAMES
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: CLARENCE VANDERBILT HOLDER FOUNDATION INC.
2. The name and address of the registered agent and office is: BEVERLY ELIZABETH JAMES, 5490 Holden Road, Port St. John, Florida 32927.


BEVERLY ELIZABETH JAMES
President
Title: _____
10-18-99
Date: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Beverly Elizabeth James
BEVERLY ELIZABETH JAMES
Registered Agent:

Date: 10-18-99

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE