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DIVISION OF CORPORATIONS
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ORDER NO. : 734076-005
CUSTOMER NO: 132254A

CUSTOMER: Holger D. Gleim, Esq
BRONSTEIN CARLSON GLEIM &
BRONSTEIN CARLSON GLEIM &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

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DOMESTIC FILING

NAME: FLETCHER FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

RECEIVED
00 JUN 16 PM 1:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]

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ARTICLES OF INCORPORATION

OF

FLETCHER FOUNDATION, INC.
(A Corporation Not-for-Profit)

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation shall be:

FLETCHER FOUNDATION, INC.

ARTICLE II.

PRINCIPAL OFFICE

The street address of the principal office of the corporation is:

361 Gilchrist Avenue
Boca Grande, Florida 33921

The mailing address of the corporation is:

P.O. Box 1411
Boca Grande, Florida 33921

ARTICLE III.

DURATION

The corporation shall have perpetual existence.

ARTICLE IV.

PURPOSES

This corporation is organized exclusively for charitable, religious, education, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V.

POWERS AND RESTRICTIONS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any members, trustees, 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 Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

(b) No member, trustee, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI.

NO STOCK; NO MEMBERS

This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

This corporation shall have no members and shall not issue member certificates.

ARTICLE VII.

BOARD OF DIRECTORS

Control of the affairs of the corporation shall be vested in the Board of Directors, consisting of not less than three (3) Directors. The Directors shall have the sole voting power and control of the corporation.

The Board of Directors shall be a self-perpetuating body and new Directors shall be elected by ongoing Directors as provided in the Bylaws.

The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Robert K. Fletcher
P.O. Box 1411
Boca Grande, Florida 33921

James Moore
209 2nd Street
Liverpool, New York 13088

John K. Riley
3966 Airway Circle
Clearwater, Florida 34622

ARTICLE VIII.

INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IX.

BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE X.

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REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be Suite 1100, 150 Second Avenue North, St. Petersburg, Florida, 33701. The registered agent shall be Holger D. Gleim.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI.

AMENDMENT OF ARTICLES

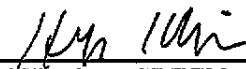
These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Holger D. Gleim, Suite 1100, 150 Second Avenue North, St. Petersburg, Florida, 33701.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 15th day of June, 2000.



HOLGER D. GLEIM

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent for FLETCHER FOUNDATION, INC. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of Sections 617.0501, 617.0502 and 617.0503, Florida Statutes.



HOLGER D. GLEIM
Registered Agent