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V. James and Robin A. Zenga
3380 Fairlane Farms Road
Suite 12
Wellington, FL 33414

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for V. James and Robin A. Zenga
Foundation, Inc.

Dear Sir/Madam:

Enclosed for your review and filing are Articles of Incorporation for V. James and Robin A. Zenga Foundation, Inc. In addition, I have enclosed a check for \$70.00 made out to the Department of State to pay for this filing.

Please process these articles for filing and send all copies and receipts back to me at the ~~above~~ address. If you have any questions please do not hesitate to contact me.

Registered agent

Sincerely,


V. James Zenga

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
V. JAMES AND ROBIN A. ZENGA FOUNDATION, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, V. James Zenga, whose address is 3380 Fairlane Farms Road, Suite 12, Wellington, FL 33414, being at least eighteen (18) years of age, forms a corporation under Chapter 617, F.S. as a not for profit corporation.

SECOND: The name of the corporation (the "Corporation") is:

V. James and Robin A. Zenga Foundation, Inc.

THIRD: The Corporation is formed for the following purposes:

(a) To operate exclusively for charitable, religious, educational, or 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, as amended, or the corresponding section of any future federal tax code (the "Code"), and are described in Section 509 (a)(1), (2), and (3) of the Code..

(b) To engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the restrictions set forth herein.

FOURTH: The address of the principal office of the Corporation in this State is 3380 Fairlane Farms Road, Suite 12, Wellington, FL 33414.

FIFTH: The registered agent of the Corporation is V. James Zenga, whose address is 3380 Fairlane Farms Road, Suite 12, Wellington, FL 33414.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The Corporation shall have a board of four (4) directors unless the number is changed pursuant to the bylaws of the Corporation. The number of directors may be increased or decreased in accordance with the bylaws of the Corporation but shall never be less than the minimum number required by the Florida General Corporation Law. The initial directors are:

V. James Zenga
Robin A. Zenga
Ivan Qi
Gregory C. Hess

EIGHTH: Notwithstanding any other provision of these Articles:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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.

(c) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or as a corporation the contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

(d) The Corporation shall distribute its income for each tax year at a time and in a manner that will not cause it to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: 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, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by the directors which provides for the distribution of those assets to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for those purposes, and that such transfer or transfers does not subject the Corporation to tax under Section 507 of the Code.

TENTH: To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



V. James Zenga/Registered Agent

2/11/02
Date



V. James Zenga/Incorporator

2/11/02
Date

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TALLAHASSEE, FLORIDA