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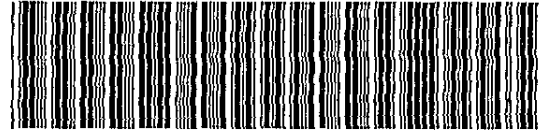
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROY B. GONAS

ATTORNEY AT LAW

8060 SOUTHWEST 64TH AVENUE

MIAMI, FLORIDA 33135

TELEPHONE (305) 740-9447

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May 21, 2004

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

re: Youth Ethics Initiative, Inc. (nonprofit)

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation and return a certified copy to me. A copy is also enclosed with filing fee check.

Thank you.

Sincerely,


encl.

ARTICLES OF INCORPORATION
OF
YOUTH ETHICS INITIATIVE, INC.

The undersigned, desiring to form a corporation under pursuant to the laws of the State of Florida, for the purpose hereinafter stated, hereby make, subscribe, adopt and approve these Articles of Incorporation as follows:

I. NAME

The name of this corporation shall be the YOUTH ETHICS INITIATIVE, INC.

II. DURATION

The term of existence of this corporation is perpetual, from the date hereof.

III. STATUS

The corporation is a not-for-profit corporation.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

V. PURPOSE OF BUSINESS

This corporation is formed primarily for educational, charitable or literary purposes to support student-led programs addressing the subject of ethics and the development of ethical behavior, no part of the net earning of which inures to the benefit of any member or individual. This corporation may to a lesser and insubstantial extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue Code, as amended (the "Code"). Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 5060 SW 64 Avenue, Miami, Florida 33155-6120 and may be changed as permitted by law, and the name of the

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TALLAHASSEE, FLORIDA

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initial registered agent of this corporation at the stated address is Roy B. Gonas.

VII. DIRECTORS

This corporation shall have at least three (3) directors. The initial directors shall be elected by a majority of the members. Thereafter, the board of directors may determine the size of the board and elect additional or fewer directors with a majority vote of the members, at no time, however, shall there be fewer than three (3) directors. The term for each director shall be two (2) years and until the qualification of a successor, if such directorship shall remain in existence for the next term. Initial members shall select the first chair(s).

VIII. MANAGEMENT

The affairs of the corporation shall be managed by a president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the bylaws, under the supervision of the board of directors. The board may also select or employ staff personnel to assist and further the management under the board's supervision and consent. The officers shall be elected or selected by the board of directors or as provided in the by-laws. The officers shall serve for a period of one (1) year and until their successors are elected or appointed. Members, directors and officers shall not receive compensation, but they may be reimbursed or given funds for expenses they may have incurred in behalf of the corporation as may be authorized by the board of directors.

IX. INCORPORATORS

The initial incorporators of the corporation are Roy B. Gonas and Wil Blechman and who are also the initial members of the corporation, each of whom approving these Articles of Incorporation.

X. MEMBERS

The initial members of the corporation consist of those named in Article IX. The membership may select successor and additional members with the consent of the board of directors.

XI. DISPOSITION OF ASSETS

In the event of 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 by transferring such assets to an organization or organizations which are exempt under section 501(c)(3) of the Code. The board of directors shall ascertain such organization(s) are engaged in activities of the type described in Article V above. Any assets not so disposed of shall be

disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XII. PROHIBITED ACTIVITIES

Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or retain any excess business holdings as defined in Section 4943 (c) of the Code, or make any investments in such manner as to subject it to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

No part of the corporation's earning shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except for which the corporation is authorized and empowered to pay for reasonable compensation and expenses for services rendered in furtherance of the purposes herein set forth.

XIII. BOARD OF DIRECTORS

The initial directors and those for subsequent terms shall be chosen pursuant to Article VII. In the event any vacancy shall occur because of death, resignation, incapacity to act or removal of the director, the remaining directors shall, with the majority of members consenting, and within a reasonable time, fill the vacancy or vacancies, unless the board and majority of members elect to leave the vacancy or vacancies unfilled, or unless the vacancy or vacancies has been filled or decided left unfilled as otherwise provided and authorized in the bylaws.

XIV. INDEMNIFICATION

This corporation shall indemnify any of its agents, officers and directors to the full extent permitted by law.

XV. BYLAWS

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby authorized to adopt, alter, amend or repeal bylaws at its pleasure so long as such bylaws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS

This corporation reserves the right to amend, alter, change


or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein conferred are granted subject to this reservation.

XVII. PRINCIPAL OFFICE AND MAILING ADDRESS

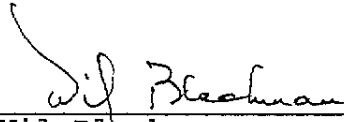
The principal office and mailing address for the corporation is 5060 SW 64 Avenue, Miami, Florida 33155-6120 and may be changed as permitted by law.

IN WITNESS WHEREOF the undersigned incorporators and initial members have set their hands this 18th day of May 2004, effective said date.

Incorporators and initial members:




Roy B. Gonas
5060 SW 64 Avenue
Miami, Florida 33155-6120



Wil Blechman
5250 SW 84 Street
Miami, Florida 33143-8434

The undersigned accepts being the registered agent for the corporation, and is familiar with and accepts the obligations of the position.



Roy B. Gonas
Registered Agent

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