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Account Name : CORPORATION SERVICE COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

PALM BAY EDUCATION FOUNDATION, INC.

Certificate of Status	1
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B. McKnight JUL 13 2009

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME
The name of the corporation shall be:

PALM BAY EDUCATION FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE
The principal place of business and mailing address of this corporation is:

PRINCIPAL ADDRESS: 1350 WYOMING DRIVE, SE
PALM BAY, FL 32909

MAILING ADDRESS: 6361 SUNSET DRIVE
MIAMI, FL 33143

ARTICLE III. PURPOSE(S)
The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS
The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

(1) JOHN J. MAZZIOTTI, PRESIDENT/DIRECTOR
120 MALABAR RD., SE
PALM BAY, FL 32907

(2) LEE FELDMAN, VICE-PRESIDENT
120 MALABAR RD., SE
PALM BAY, FL 32907

(3) DAVID CALVO, VICE-PRESIDENT
1350 WYOMING DRIVE, SE
PALM BAY, FL 32909

(4) MILO ZONKA, DIRECTOR
120 MALABAR RD., SE
PALM BAY, FL 32907

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(5) KRISTINE ISNARDI, DIRECTOR
120 MALABAR RD., SE
PALM BAY, FL 32907

(6) MICHELE PACCIONE, DIRECTOR
120 MALABAR RD., SE
PALM BAY, FL 32907

(7) WILLIAM CAPOTE, DIRECTOR
120 MALABAR RD., SE
PALM BAY, FL 32907

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and Florida street address of the initial registered agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

ARTICLE VII. INCORPORATOR
The name and address of the Incorporator to these Articles of Incorporation:

COLLETTE D. PAPA, ESQ.
6361 SUNSET DRIVE
MIAMI, FL 33143

ARTICLE VIII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational 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, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Signature/Incorporator — Date: 7-9-09

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

BY: Carina L. Dunlap — Date: 7-9-09

Signature/Registered Agent

Carina L. Dunlap
Asst. Vice President

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