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SIDNEY H. SHAMS

OF COUNSEL

SCOTT E. JOHNSON

May 26, 2000

Via Federal Express Only

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

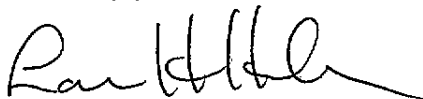
Re: Celebration Speech and Debate Boosters, Inc.
Florida - 2000

Dear Sir or Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Lawrence H. Haber

LHH:lek

Enclosures

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FILED
00 MAY 30 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/s/31

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111 N. ORANGE, AVE. SUITE 1200 ORLANDO, FL 32801
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MORAN-SHAMS@MORAN-SHAM.COM

**ARTICLES OF INCORPORATION
OF
CELEBRATION SPEECH AND DEBATE BOOSTERS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of the corporation is CELEBRATION SPEECH AND DEBATE BOOSTERS, INC. The principal office, and the mailing address of the corporation is:

411 Campus Street, Celebration, Florida 34747

**ARTICLE II
DURATION**

The period of its duration is perpetual, unless dissolved according to law.

**ARTICLE III
NON PROFIT PURPOSE**

The corporation is formed exclusively for purposes for which a corporation may be formed under the Corporations Not For Profit Law of the State of Florida, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the Corporation Not For Profit Law. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit. The specific purpose of the corporation is to promote Celebration School's Speech and Debate Team.

**ARTICLE IV
METHOD OF ELECTION**

The method of election of directors and members shall be as stated in the corporation's By-Laws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
POWERS OF CORPORATION

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may hereafter amended from time to time.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:

LAWRENCE H. HABER
Moran & Shams, P.A.
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial directors of the corporation shall be Leonard Timm, Terri Haber, Barbara Harmer, Sara Mumey and Lynn Richardson.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

LAWRENCE H. HABER
Moran & Shams, P.A.
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of May, 2000.

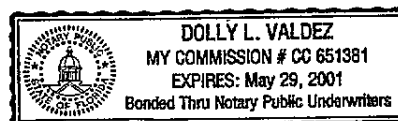
Lawrence H. Haber
LAWRENCE H. HABER

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 26th of May, 2000, by **LAWRENCE H. HABER**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Dolly L. Valdez
Print Name _____
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

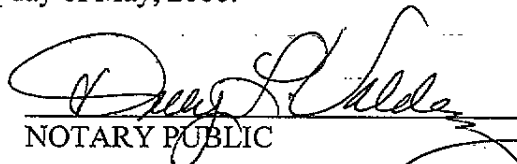


Lawrence H. Haber


STATE OF FLORIDA)
)SS
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence H. Haber known to me and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26th day of May, 2000.



NOTARY PUBLIC

My Commission Expires: 



FILED
00 MAY 30 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA