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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert D. Wilson
Reuben S. Williams, IV

October 17, 2000

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E-Mail: benpa@atlantic.net

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32304

RE: The Fregly Foundation, Inc.

9000003430119-3
-10/19/00-01088-007
*****70.00 *****70.00

Gentlemen:

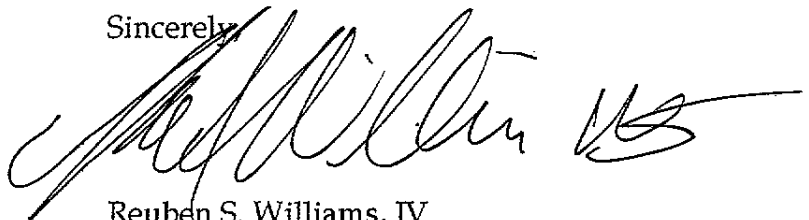
Enclosed herewith please find the original and one copy of Articles of Incorporation for the above referenced corporation together with this firm's check in the amount of \$70.00 for the filing fee consisting of the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00

Total enclosed = \$70.00

Upon filing of same, please return a certified copy of the Articles of Incorporation to my office.

Sincerely,



Reuben S. Williams, IV
For the Firm

RSW/bb
Enclosures: Articles of Incorporation
Filing Fee check

Per 10/20/00

**ARTICLES OF INCORPORATION OF
THE FREGLY FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. Name. The name of the corporation is The Fregly Foundation, Inc.

ARTICLE 2. Address. The address of the principal office and the mailing address of the corporation is: 6581 NW 20th Place, Gainesville, Florida, 32605.

ARTICLE 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 6581 NW 20th Place, Gainesville, Florida, 32605.. The name of its initial registered agent at that address is: Dr. Marilyn Southwick Fregly.

ARTICLE 4. No Members: The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. Not for Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA subsection 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA subsection 501(c)(3).

ARTICLE 6. Duration. The duration of the corporation is perpetual.

ARTICLE 7. Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to sponsoring, organizing, administering, enhancing and supporting programs which foster and stimulate activities and interactions in the areas of business, communications, technology and science in the international marketplace.

ARTICLE 8. Powers. Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount

or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. Private Foundation.

A. The corporation will distribute its income for each tax year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 USCA subsection 4942, or the corresponding section of any future federal tax code.

B. The corporation will not engage in any act of self-dealing as defined in 26 USCA subsection 4941(d), or the corresponding section of any future federal tax code.

C. The corporation will not retain any excess business holdings as defined in 26 USCA subsection 4943(c), or the corresponding section of any future federal tax code.

D. The corporation will not make any investments in such manner as to subject it to tax under 26 USCA subsection 4944, or the corresponding section of any future federal tax code.

E. The corporation will not make any taxable expenditures as defined in 26 USCA subsection 4945(d), or the corresponding section of any future federal revenue code.

ARTICLE 10. Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 of these Articles.

ARTICLE 11. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA subsection 501(a) as an organization described in 26 USCA subsection 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA subsection 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 12. Dissolution. On 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 of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA subsection 170(c)(1) or 26 USCA subsection 170(c)(2)(B) and is described in 26 USCA subsection 509(a)(1), (2) or (3).

ARTICLE 13. Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 14. Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 15. Incorporators. The name and street address of each incorporator is as follows: Dr. Marilyn Southwick Fregly, 6581 NW 20th Place, Gainesville, Florida, 32605.

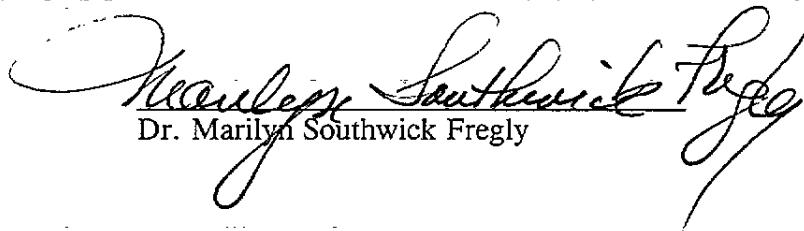
ARTICLE 16. Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 17. Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 18. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 19. Commencement of Corporate Existence. The date when corporate existence shall commence is the date of filing of these Articles of Incorporation.

In, witness, the undersigned incorporator has signed these Article of Incorporation on October 11, 2000.


Dr. Marilyn Southwick Fregly

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dr. Marilyn Southwick Fregly, who acknowledged before me that he is the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 11 day of Oct, 2000.

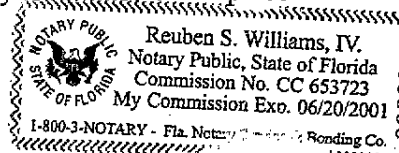
Notary Public

Sign

Print

State of Florida At Large (Seal)

My Commission Expires:



Personally known ✓

Produced Identification _____

Type of Identification Produced _____

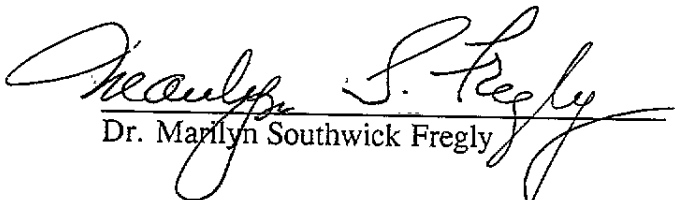
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

Pursuant to the provisions of FS subsection 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation: The Fregly Foundation, Inc.
2. Name and address of the registered agent and office: Dr. Marilyn Southwick Fregly, 6581NW 20th Place, Gainesville, Florida, 32605.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: October 12, 2000.


Dr. Marilyn Southwick Fregly

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TALLAHASSEE, FLORIDA