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November 2, 2000

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

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Children's Asia House, Inc. along with the statement of registered agent and check for the appropriate fee.

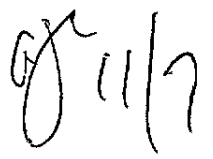
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Sincerely,



Howard A. Caplan

HAC/mt  
enclosures



ARTICLES OF INCORPORATION  
OF  
CHILDREN'S ASIA HOUSE, INC.

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for not for profit corporation under the Not For Profit Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Children's Asia House, Inc.

ARTICLE II

The principal office of the corporation initially will be at 9000 Cypress Green Drive, Jacksonville, Florida 32256. The principal office may be moved to any address that the Board of Directors shall choose, provided however that the principal office shall be in the State of Florida.

ARTICLE III

The purpose of the corporation will be providing educational materials to underprivileged children in Asian countries.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any

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STATE  
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amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation; provided however, that such actions will not jeopardize the not for profit status of the corporation.

ARTICLE IV

The number of directors will never be less than three (3). The method of election of directors will be stated in the bylaws of the corporation.

ARTICLE V

The registered office will be and the registered agent at that same address are:

<u>Agent</u>	<u>Registered Office Address</u>
Howard A. Caplan, Attorney, P.A.	3900 Atlantic Blvd. Jacksonville, FL 32207

ARTICLE VI

The name and address of the incorporator and person signing these Articles of Incorporation are: Howard A. Caplan, 3900 Atlantic Blvd., Jacksonville, FL 32207.

ARTICLE VII

The corporation will not have members.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a

director or officer of such other corporation. Every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way. The foregoing is predicated upon prior disclosure of the interest of the interested director.

#### ARTICLE X

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans.

#### ARTICLE XI

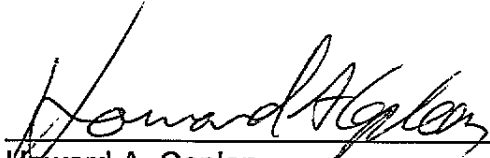
The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in

relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

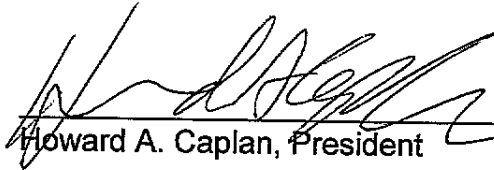
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3<sup>rd</sup> day of November, 2000.

  
Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

HOWARD A. CAPLAN, ATTORNEY, P.A.



Howard A. Caplan, President

11/3/00  
Date

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