

MARK R. LEWIS, P.A.
ATTORNEY AT LAW
PREMIER COMMUNITY BANK COMPLEX
6830 CENTRAL AVE., SUITE D
ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.

NO10000000838

January 30, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700003630927--9
-02/02/01--01094--019
*****78.75 *****78.75

RE: Education Forum, Inc., a new Florida Corporation not for profit

Gentlemen:

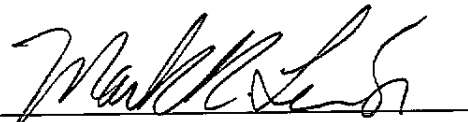
Please find enclosed original and one copy of Articles of Incorporation for Education Forum, Inc., together with check for \$78.75 to cover costs. Please note corporate existence commenced January 30, 2001.

Please return one certified copy of the Articles in care of the undersigned.

Yours very truly,

MARK R. LEWIS, P.A.

By

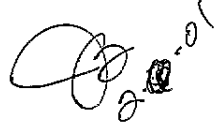

Mark R. Lewis, Sr.

MRL/
Encls.

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mark Lewis GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office same as RA
DATE 2-6-01 @ 9:36am
DOC. EXAM J. Buz

W01-2772

 2-10-01

ARTICLES OF INCORPORATION
OF

Education Forum, Inc.

FILED
01 FEB -2 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of the corporation is Education Forum, Inc..

**ARTICLE II
TERM OF EXISTENCE**

EFFECTIVE DATE
01-30-01

The corporation shall have perpetual existence. Corporate existence shall commence January 30, 2001.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation is organized are:

1. To present to the public seminars on legal issues for the elderly and those interested in estate planning.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no

director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such 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 for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV MEMBERS

The corporation shall have members. The membership of this corporation shall constitute all persons hereinafter named as incorporators, as directors, and such other persons who, from time to time hereafter, want to be members of the Corporation.

ARTICLE V BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors.

2. This corporation shall have 3 directors of the Board initially. The number of directors may be changed from time to time as provided by the By-Laws, but its number may never be less than three (3).

3. Only persons who are members of the corporation shall be eligible to serve on the Board of Directors.

4. The names and addresses of the initial Board of Directors who are to serve as directors until the first meeting of the membership are as follows:

Name	Address
Mark R. Lewis, Sr.	6830 Central Ave. Suite D St. Petersburg, Florida 33707
John M. Lewis	2717 Ashwood Ct Clearwater, FL 33761
John R. Lewis	2429 Summerlin Dr. Clearwater, Florida 33764

5. Members of the Board of Directors shall be elected and hold office as provided in the By-Laws.

ARTICLE VI OFFICERS

1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such number of additional Vice Presidents and other officers as may be provided by the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Office	Name
President	Mark R. Lewis, Sr.
Secretary-Treasurer	Mark R. Lewis, Sr.

3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

4. The officers shall have such duties, responsibilities and powers as provided in the By-Laws.

ARTICLE VII BY-LAWS

The membership shall adopt By-Laws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional By-Laws or alterations or recision of the first By-Laws shall be enacted by the members or directors.

ARTICLE VIII CONDUCT OF AFFAIRS

The conduct of the affairs of the corporation shall be limited by the various provisions of the By-Laws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the directors and the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 6830 Central Ave., Suite D, St. Petersburg, Florida 33707 and the name of the initial registered agent at such address is MARK R. LEWIS, Sr. Also principal office address.

**ARTICLE X
SUBSCRIBERS**

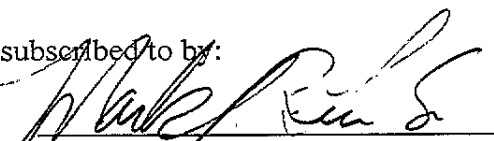
The subscribers to these Articles of Incorporation are:

Name	Address
Mark R. Lewis, Sr.	6830 Central Ave., Suite D St. Petersburg, Florida 33707

**ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the members and the directors. Such amendment shall be proposed and adopted by a vote of the directors and members of the corporation.

THESE ARTICLES are subscribed to by:


Mark R. Lewis, Sr.

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing was acknowledged, sworn to and subscribed before me on this 30th day of, January, 2001, by **Mark R. Lewis, Sr.**, who is personally known to me or has presented _____ as identification and who did take an oath.

Mary Ann Nugent
Notary Public

Printed Name: _____

My Commission Expires: _____

[SEAL]



ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the designation of initial Registered Agent for
Education Forum, Inc., as stated in these Articles of Incorporation.

Mark R. Lewis, Sr.

MARK R. LEWIS, Sr., Registered Agent

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FILED
01 FEB - 2 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA