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CUSTOMER: Robert Arlen, Esq
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110 E. Atlantic Avenue
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DOMESTIC FILING

NAME: AN ARK FOR LEARNING
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115
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**ARTICLES OF INCORPORATION OF
AN ARK FOR LEARNING FOUNDATION, INC.
A Florida Not For Profit Corporation**

THE UNDERSIGNED, MARK H. HANSEN and KEVIN S. FERBER, do hereby execute these Articles of Incorporation as the Incorporators of AN ARK FOR LEARNING FOUNDATION, INC., a Florida Not For Profit Corporation in compliance with Chapter 617 Florida Statutes and would state:

Article I - Name

The name of the corporation shall be AN ARK FOR LEARNING FOUNDATION, INC.

Article II - Principal Office

The principal place of business and the mailing address of this corporation shall be 3912 S. Ocean Boulevard, #712, Highland Beach, Florida, 33487.

Article III - Purpose

The purpose of this foundation shall be educational within the definitions and limitations of Section 501(c)(3) of the Internal Revenue Code and its valid regulations (IRC). No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(c)(3)(h) IRC), and this 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.

Article IV - Initial Directors

The initial directors of the corporation shall be:

| | | |
|---|---|--|
| MARK H. HANSEN, Director 3912 S. Ocean Boulevard, #712 Highland Beach, FL 33487 | KEVIN S. FERBER, Director 770 Bayside Lane Weston, FL 33326 | TOM ABBLETT, Director 2424 Federal Hwy., #200 Boca Raton, FL 33431 |
|---|---|--|

Article V - Number and Manner of Election of Directors

The number of the directors of the corporation shall not be less than three (3), and the initial number of directors shall be three (3). The number of directors may be increased by unanimous vote of the Board of Directors as it may be constituted from time to time. In the event of a vacancy in the Board of Directors, the remaining directors shall continue to serve as directors except as may be otherwise provided the by-laws of the corporation; however, should less than three (3) directors be serving at

any point in time, then such vacancy or vacancies shall be filled by the remaining director or directors. Other matters regarding the term, election, voting, and qualification of directors may be determined by the by-laws of the corporation.

Article VI - Initial Officers

The names, addresses, and titles of the initial officers of the corporation are:

| | | |
|--|---|---|
| MARK H. HANSEN President 3912 S. Ocean Boulevard, #712 Highland Beach, FL 33487 | KEVIN S. FERBER Vice-President/Secretary 770 Bayside Lane Weston, FL 33326 | TOM ABLETT Treasurer 2424 Federal Hwy., #200. Boca Raton, FL 33431 |
|--|---|---|

Article VII - Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Mark H. Hansen
3912 S. Ocean Boulevard., #712
Highland Beach, FL 33487

Article VIII - Incorporators

The name and address of the incorporators are:

| | |
|--|---|
| Mark H. Hansen 3912 S. Ocean Boulevard., #712 Highland Beach, FL 33487 | Kevin S. Ferber 770 Bayside Lane Weston, FL 33326 |
|--|---|

Article IX - By Laws

Subject to any limitations contained in these articles of incorporation and any limitations set forth in the Florida Not For Profit Corporation Act and the relevant provisions of the IRC, the by-laws of this corporation shall be made, altered, rescinded, added to, or new by-laws may be adopted by a unanimous vote of the Board of Directors.

Article X - Dedication of Assets

The property of this corporation is irrevocably dedicated to the purposes described in Article III above, and no part of the net income or assets of this corporation shall ever enure to the benefit of any director, officer, incorporator, nor shall the net income or assets of this corporation enure to the benefit of any private individual except in connection with the purposes of this foundation.

Article XI - Amendment of Articles

Amendment to these Articles of Incorporation may be made by unanimous vote of the Board of Directors.

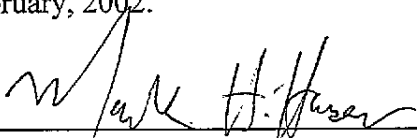
Article XII - Termination

In the event the Board of Directors determines that circumstances exist which discourage, prevent, or prohibit the continuing operation of this corporation; then the Board of Directors, upon unanimous vote, may terminate the foundation and distribute the net assets thereof to such educational organizations in such amounts as may be selected by the Board of Directors.

Article XIII - Constraints

No provision of the Articles of Incorporation or by-laws of this corporation, or any amendments thereto, or any direction or action of the Board of Directors or President shall be valid if it would disqualify or jeopardize the qualification of this corporation as tax exempt pursuant to Sections 501(a) and 501(c)(3) IRC, or which would operate to deny a donor to the corporation a deduction under Section 170, 2522, or 2055 IRC.

Executed by the undersigned incorporators this 5th day of February, 2002.


MARK H. HANSEN, Incorporator


KEVIN S. FERBER, Incorporator

Acceptance of Registered Agent

The undersigned, MARK H. HANSEN, having been named as registered agent to accept service of process for the above named corporation at the place designated in these articles does indicate, by virtue of his signature below, that he is familiar with and accepts the appointment as registered agent and agrees to act in this capacity as further provided by law.


MARK H. HANSEN, Registered Agent

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