

No2000007178

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DAVID M. LANDIS
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February 5, 2001

Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

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

Re: Articles of Incorporation for Wired Science, Inc..

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$78.75 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Sincerely,

James B. Bogner
JAMES B. BOGNER

JBB:cdp
enclosures

H:\Bogner J\Goldman, Stephen H\Wired Science\Secretary of State.doc

FILED
01 FEB - 8 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 19, 2002

LARRY PHALIN, ESQUIRE
ATTN: MARSHA
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: WIRED SCIENCE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P01000015171) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N02000007178 with the original file date of February 8, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 702A00053528

**ARTICLES OF INCORPORATION
OF
WIRED SCIENCE, INC.**

The undersigned incorporator, intending to organize a not-for-profit corporation under Florida Statutes Chapter 617, has executed these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME, TERM OF EXISTENCE AND LOCATION

The name of the Corporation shall be WIRED SCIENCE, INC., hereinafter referred to as "the Corporation."

The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other locations within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the initial principal office and registered office of the Corporation and the address of the registered agent shall be 225 E. Robinson Street, Suite 600, Orlando, Florida 32801 and its registered agent shall be Lawrence J. Phalin.

ARTICLE II
MEMBERS OF THE CORPORATION

The Corporation shall have no Members.

ARTICLE III
MISSION AND PURPOSE

The Corporation shall be organized and operated exclusively to provide charitable and educational services for the support of not-for-profit museums and other not-for-profit charitable and educational organizations, provided that all such entities are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code").

ARTICLE IV **POWERS AND AUTHORITY**

The powers and authority of the Corporation shall include, but are not limited to, the following:

(a) To undertake and enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

(b) To receive gifts, devises and bequests of money or of real or personal property.

(c) To donate funds, real estate, personal property or services to other not-for-profit corporations.

(d) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

(e) To construct, operate, maintain and improve, and to buy, hold, own develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property solely for the achievement of the mission and purpose of the Corporation.

The Corporation is organized and operated exclusively for not-for-profit charitable and educational purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c)(3) of the Tax Code or (b) a Corporation, contributions to which are deductible under Section 170(b)(2) of the Tax Code.

This Corporation shall make distributions at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Tax Code. This Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 of the Tax Code), from retaining any excess business holdings (as defined in Section 4943 of the Tax Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Tax Code, and from making any taxable expenditures (as defined in Section 4945 of the Tax Code).

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors, but there shall not be fewer than three directors. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

The initial Board of Directors shall be:

Stephen H. Goldman	2009 Venetian Way, Winter Park, Florida 32789
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Anna Goldsmith	2057 Venetian Way, Winter Park, Florida 32789
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Ellwood F. Whitchurch	324 Ashford Court, Heathrow, Florida 32746
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ARTICLE VI
OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. The officers of the Corporation may, but need not be, members of the Board of Directors.

ARTICLE VII
BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

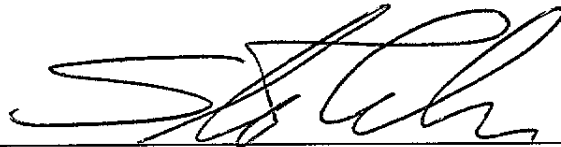
ARTICLE VIII
DISSOLUTION

In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the Board shall distribute the residual assets of the Corporation to one or more corporations determined to be exempt from income tax under Section 501(c)(3) of the Tax Code. No part of such assets will inure to the benefit of any director, officer or employee of this Corporation, contributor or private individual.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors, provided notice of the proposed change or changes is given fifteen (15) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Directors.

Dated: January 31, 2001.



STEPHEN H. GOLDMAN, Incorporator
2009 Venetian Way, Winter Park, Florida 32789

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

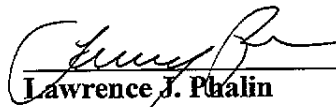
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **WIRED SCIENCE, INC.** desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, Orange County, State of Florida, has named **Lawrence J. Phalin** as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

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



Lawrence J. Phalin
(Registered Agent)