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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The International Coach Federation Palm Beach/Browar

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL COACH FEDERATION
PALM BEACH/BROWARD CHAPTER, INC.
(a Florida Not For Profit Corporation)**

ARTICLE I - NAME

The name of this corporation shall be: THE INTERNATIONAL COACH FEDERATION PALM BEACH/BROWARD CHAPTER, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at the following address:

c/o Marilena Beuses
2220 South Ocean Boulevard
Suite 501
Delray Beach, FL 33483

ARTICLE III - GENERAL PURPOSES

This Corporation is being organized as a corporation defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and shall be organized and operated exclusively for charitable, educational, religious and scientific purposes; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE IV - ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation or any private individual (except that reasonable

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54 N. E. Fourth Avenue
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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 upon dissolution of the corporation.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3). Any such assets not so disposed of shall be distributed by the appropriate Court of the jurisdiction 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 for such purposes.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have five (5) Directors initially. The initial board of directors are set out below:

- | | |
|--|--|
| 1. Marilena Beuses
2220 S. Ocean Boulevard
Suite 501
Delray Beach, FL 33483 | 2. Jim Wilbers
120 Ocean Dunes Circle
Jupiter, FL 33477 |
| 3. Susan Klein
8639 Eagle Run
Suite 12
Boca Raton, FL 33434 | 4. Jan Gordon
3400 N.W. 21 st Court
Coconut Creek, FL 33066 |
| 5. John Arnold
2921 N.W. 112 th Avenue
Coral Springs, FL 33065 | |

The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the organizational meeting of the Board of Directors.

ARTICLE VII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses

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(including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII - BYLAWS

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE X - DURATION

The Corporation shall have perpetual existence commencing on the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Jeffrey L. Cohen
54 N.E. Fourth Avenue
Delray Beach, FL 33483

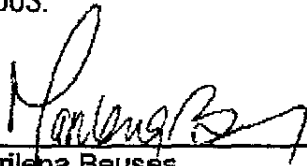
ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of the Corporation are:

Marilena Beuses
2220 South Ocean Boulevard
Suite 501
Delray Beach, FL 33483

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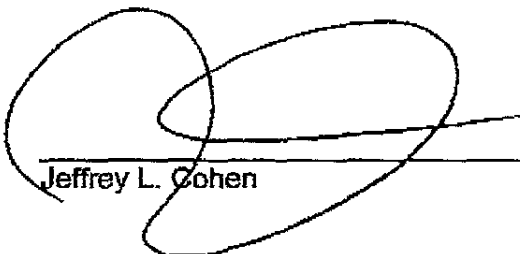
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of February, 2003.


Marilena Beuses
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 11 day of February, 2003.


Jeffrey L. Cohen

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TALLAHASSEE, FLORIDA

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