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From: **GAIL S. ANDRE' (VT)**

Account Name : LOWMEDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION (Not For Profit) WITH AN EFFECTIVE DATE OF TODAY, MARCH 4, 2003, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

FLORIDA NON-PROFIT CORPORATION

THE INSTITUTE FOR PLAY, INC.

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ARTICLES OF INCORPORATION
OF
THE INSTITUTE FOR PLAY, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

The undersigned acting as the incorporator of **THE INSTITUTE FOR PLAY, INC.** (the "Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes and states:

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS AND PRINCIPAL OFFICE

The name of this Corporation shall be **THE INSTITUTE FOR PLAY, INC.** The mailing and street address of the initial principal office of the Corporation shall be located at 11468 Willow Gardens Drive, Windermere, Florida 34786.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Matthew R. O'Kane of Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

ARTICLE III

PURPOSES

Section 1. The purposes for which the Corporation is organized and shall be operated are as follows:

(a) The Corporation is organized, and shall be operated, exclusively for charitable, educational and scientific purposes as defined within Section 501(c)(3) of the Internal Revenue Code, including, promoting the understanding of play in human development through creating

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educational materials; presenting and sponsoring seminars, programs and meetings; research; and providing funding and support for education, research and publication or any other activity in any sphere as may be deemed necessary for elucidation of play in human development.

(b) In furtherance of its charitable, educational and scientific purposes, the Corporation may accept and acquire, by gift, devise, or otherwise, donations, money and property of every kind, nature and description from any person, firm, or entity, and hold, manage, administer, use, or allocate the same as the Corporation and its Board of Directors shall determine; provided, however, that no part of the net earnings, if any, of the Corporation shall inure to the benefit of any person having a personal or private interest in the Corporation or of any substantial contributor to the Corporation or to the benefit of any member of his or her family or corporation controlled, either directly or indirectly, by him or her, except for any reasonable allowances for salaries actually rendered and/or for reimbursements in reasonable amounts of expenses actually incurred in attending to the affairs of the Corporation.

(c) The Corporation may engage in any other lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act which is not inconsistent with Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.

(d) 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 publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

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(e) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law or (ii) a corporation contributions to which are deductible under Section 170 of the Code or any other corresponding provision of any future United States Internal Revenue law.

Section 2. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

(a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.

(b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

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ARTICLE IV

POWERS

This Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

NO MEMBERSHIP

This Corporation shall not have any members.

ARTICLE VI

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Matthew R. O'Kane, 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of directors constituting the Board of Directors and the manner of election of directors shall be as provided in the Bylaws of the Corporation; provided, however,

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that there shall never be less than three (3) directors. The names and addresses of the initial Board of Directors are as follows:

Stuart Brown

**46 West Garzas Road
Carmel Valley, California 93924**

Jeff Huggins

**11468 Willow Gardens Drive
Windermere, Florida 34786**

Dr. Jane Goodall

**P.O. Box 14890
Silver Springs, Maryland 20911-4890**

Section 2. The initial Board of Directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting. The directors calling this meeting shall give at least three (3) days notice to each of the initial directors, stating the time and place of the organizational meeting. Nothing herein shall prohibit the directors from taking such action without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each of the initial directors.

ARTICLE IX

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earning or assets of this Corporation shall inure to the benefit of any individual, including any officer or director of this Corporation. When appropriate, the Board of Directors may determine to reasonably compensate any member of the Corporation in accordance with and commensurate with the labor, service or other endeavor performed by such person.

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Section 2. In the event of dissolution, the assets remaining after payment and provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the Federal, State, or local government for exclusive public purpose.

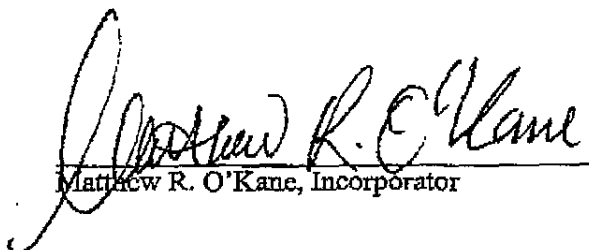
ARTICLE X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 4th day of March, 2003, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Matthew R. O'Kane, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of **THE**
INSTITUTE FOR PLAY, INC.


Matthew R. O'Kane

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