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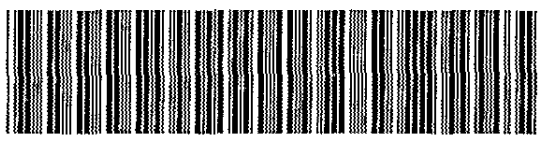
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Boyd Johnson
2023 North Atlantic Avenue # 278
Cocoa Beach, Florida 32931
(321) 868-7885

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

March 28, 2003

RE: FILING ARTICLES OF INCORPORATION

Dear Secretary of State:

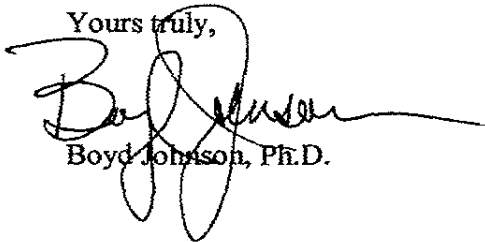
Please find enclosed for filing two signed and notarized original copies of Articles of Incorporation for The Infinity Foundation, Inc., with Registered Agent Acceptance included.

A money order for \$87.50 is enclosed to cover the following:

Filing Fees	\$35.00
Registered Agent Designation	35.00
2 certified copies	17.50.

Thank you very much for your assistance. If you have any questions, please do not hesitate to call me at the above number or at 321-626-6544.

Yours truly,



Boyd Johnson, Ph.D.

**ARTICLES OF INCORPORATION
OF
THE INFINITY FOUNDATION, INC.**

A FLORIDA NONPROFIT CORPORATION

03 APR - 1 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, citizens and residents of the State of Florida and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a nonprofit corporation under the provisions of the Florida Not For Profit Corporation Act (Florida Statutes, Title XXXVI, Chapter 617) and all laws amendatory and supplementary, and for such purpose, do hereby associate ourselves and make, sign and acknowledge, certify, adopt and file this certificate of Articles of Incorporation that purpose as follows:

ARTICLE I

The Infinity Foundation, Inc.

The name of this corporation shall be and is The Infinity Foundation, Inc.

ARTICLE II

Nonprofit Status

The corporation is a nonprofit corporation under the Florida Not For Profit Corporation Act (Florida Statutes, Title XXXVI, Chapter 617), as hereinafter amended.

This corporation is not organized for pecuniary profit. This corporation shall not have the power to issue certificates of stock or declare dividends. No part of the net earnings or assets (if any) of the corporation shall inure to the benefit of, be distributable to, nor shall dividends be paid to, any member, director, officer, trustee, or any other private person at any time whatsoever, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in accordance with the corporate purposes set forth in Article IV (below).

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

Duration

The period of the duration of this corporation is unlimited and of perpetual duration.

ARTICLE IV

Purposes

The purposes for which the corporation is organized are:

A. Specific and Primary Purposes:

Section One. This corporation is organized for, and will be operated exclusively for, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code for the promotion of education, specifically:

To instruct, counsel, or train individuals for the purpose of improving or developing their capabilities; and

To instruct the public on subjects useful to individuals and beneficial to

the community, including, but not limited to:

Teach individuals, couples and children life skills such as self-empowerment, self-discovery, and self-mastery to help them reach their full potential;

Instruct individuals on holistic healing and life balance for a healthy body, mind and spirit;

Instruct individuals on how to build strong relationships with their families, their life partners, and others;

Instruct and uplift individuals, and empower them to heal their pasts, build inner resources, overcome obstacles and handicaps, and create enriched lives for themselves through making informed choices.

Section Two. The Infinity Foundation, Inc. does not practice discrimination based on race, color, religion, sex, national origin, sexual orientation, handicap, age, or any other criteria.

Section Three: To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be person, organizations (of any kind or nature), corporations, firms, associations, trusts, institutions, foundations or government bureaus, departments and agencies.

B. In Furtherance of, but Not in Limitation of, the Foregoing Purposes, the Corporation Shall Have the Following Purposes and Powers:

Section One: To acquire, purchase, construct, own, hold, invest in, lease, manage, develop, maintain, rehabilitate, improve, sell, exchange or otherwise dispose of and deal in real or personal property, whether improved or unimproved, and any interest therein, of every kind and description.

Section Two: To borrow money and execute such evidence of indebtedness and such contracts, agreements, mortgages, deeds, leases,

assignments, conveyances, security agreements or other instruments as may be necessary.

Section Three. To develop and administer programs for mentally or emotionally troubled youth, dealing with rehabilitation, education, employment, welfare and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

Section Four. To do any lawful act or thing necessary or proper to carry out the foregoing purposes and powers. To exercise all other rights and powers conferred upon Nonprofit Corporations formed under the general Not for Profit Corporation Act and (consistent with the above), the Florida Business Corporation Act of the State of Florida.

Section Five. Provided, however, that the corporation shall not engage in any activity whatsoever, including those mentioned above, that are not in furtherance of the charitable purposes of the corporation. Further, all the foregoing purposes and powers shall be exercised exclusively for charitable purposes and in such manner that the corporation shall qualify as a tax exempt organization under the Internal Revenue Code of the United States Of America and applicable Florida State Tax Statutes, including Internal Revenue Code 501(c)(3), as they are currently or shall hereinafter be in force and effect.

ARTICLE V Membership

Section One. The corporation is to have members.

Section Two. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

Section Three. The management of the affairs of the corporation shall not be managed by the members but shall instead be managed by the directors.

Section Four. The qualifications, and other pertinent matters regarding membership in the corporation shall be specified in the Bylaws of the corporation.

Section Five. The members do not have voting powers.

ARTICLE VI

Initial Registered Agent and Office

The name and location of the corporation's initial registered agent and office is:

Name: Linda S. Wilson
Street: 635 West Pine Road
City: Melbourne, FL 32904-2227

ARTICLE VII

Directors of the Corporation

The business of this corporation shall be managed by a board of no fewer than three (3) directors. The number of directors constituting the initial board of directors shall be four (4). The names and addresses of the persons who are the initial directors of the corporation are as follows:

1. Lyle Boyd Johnson
2023 North Atlantic Avenue #278
Cocoa Beach, Florida 32931
2. Colleen Johnson
2023 North Atlantic Avenue #278
Cocoa Beach, Florida 32931
3. Linda S. Wilson
635 West Pine Road
Melbourne, Florida 32904-2227
4. Gilberto Padua
194 Turtle Place
Rockledge, Florida 32955

ARTICLE VIII

Management of Corporation by Directors

Section One: The management of all the affairs and business of the corporation shall be vested in the Board of Directors.

Section Two: The number, classification, qualifications, powers, duties, terms of office, manner of election and times and places for (a quorum at) meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the Bylaws of the corporation. The Board of Directors may adopt any other Bylaws by a majority vote that will further the purposes of the corporation as established in Article IV.

Section Three. All actions by the corporation shall be decided upon by a MAJORITY VOTE of the Board of Directors and placed in the records of the corporation in the form of a RESOLUTION.

Section Four: The OFFICERS of the corporation shall be designated, named, elected, or appointed in a manner to be prescribed in the Bylaws of the corporation.

ARTICLE IX

Indemnification and Insurance for Directors

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a director or officer of the corporation shall be indemnified by the corporation against any and all reasonable expenses, including attorney fees, incurred in connection with the defense or settlement of such action suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding the director is liable for intentional misconduct or gross negligence.

The Board of Directors may establish insurance to ensure the indemnification, as they deem necessary, in the Bylaws of the corporation.

ARTICLE X
Incorporators

The name and address of each incorporator of the corporation is as follows:

1. Lyle Boyd Johnson
2023 North Atlantic Avenue #278
Cocoa Beach, Florida 32931
2. Colleen Johnson
2023 North Atlantic Avenue #278
Cocoa Beach, Florida 32931
3. Linda S. Wilson
635 West Pine Road
Melbourne, Florida 32904-2227
5. Gilberto Padua
194 Turtle Place
Rockledge, Florida 32955

ARTICLE XI
Address of Corporation

The place in this state where the principal office of the corporation is to be located is the City of Melbourne, Brevard County.

The mailing address for the corporation shall be:

2023 North Atlantic Avenue #278
Cocoa Beach, Florida 32931

ARTICLE XII
Distribution of Assets Upon Dissolution

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of

any future federal tax code or to a state or local government for a public purpose.

IN WITNESS WHEREOF, the following persons acknowledge that they are residents of the State of Florida and hereunto subscribe their names this 26 day of March, 2003.

Lyle Boyd Johnson
LYLE BOYD JOHNSON

Colleen Johnson
COLLEEN JOHNSON


Linda S. Wilson
LINDA S. WILSON

Gilberto Padua
GILBERTO PADUA

STATE OF FLORIDA)
County of Brevard)ss

On this 26th day of March, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared LYLE BOYD JOHNSON, COLLEEN JOHNSON, and LINDA S. WILSON, known to me to be the persons that executed the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal the day and year in this Certificate first above written.

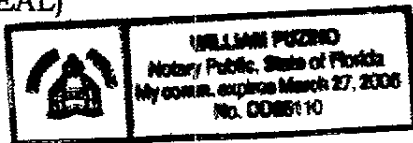
(SEAL)  *Carla J. Coulter*
CARLA J. COULTER
MY COMMISSION # DD 115822 Notary Public for State of Florida
EXPIRES: June 6, 2006 Residing at 1350 N. Conditeway Pkwy;
Bonded Thru Notary Public Underwriters Commission expires June 6, 2006

STATE OF FLORIDA)
County of Broward) ss

On this 31 day of March, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared GILBERTO PADUA, known to me to be the person that executed the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal the day and year in this Certificate first above written.

(SEAL)



Notary Public for STATE OF FL.
Residing at 125 E 14th Blvd.
Commission expires 3/27/06
William Puzro

The undersigned, being the registered (or statutory) agent listed in these Articles of Incorporation hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that she is familiar with the obligations of the position and agrees to comply with them.

Linda S. Wilson
LINDA S. WILSON, Registered Agent

Date: 03/26/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 APR -1 PM 1:35
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