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From:

Account Name : BUSINESS FILINGS
Account Number : 105256001620
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FLORIDA NON-PROFIT CORPORATION

CaribKids Exchange Program, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CaribKids Exchange Program, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **CaribKids Exchange Program, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2641 Adams Street, Hollywood, Florida 33020

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is: The corporation is designed to identify children between the elementary and high school ages who are indisputably talented academically and/or artistically, but lack adequate exposure and financial support to propel them towards ultimate fulfillment. With operating forces on either side of the Caribbean Sea in the form of school and community officials, the program will ferret these talents and immerse them in a power-packed three week program between the United States and the participating island. Under the guidance of the entire corporate committee, participating children will receive adequate mentoring and exposure that will expand their scope of thinking and development socially, academically, artistically and culturally, and better prepare them to meet the future with unwavering confidence.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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FAX AUDIT # 46030002164884**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida, 33139. Located in the County of Miami-Dade

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717

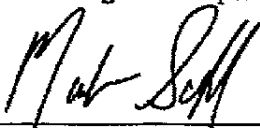
ARTICLE VI DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII MANNER OF ELECTING DIRECTORS

The method of election of directors is as stated in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of June 2003.



Mark Schiff, AVP

The document was prepared by:

Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. (608) 827-5300.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature: _____
Mark Schiff - AVP
Business Filings Incorporated

Date: 6/17/2003

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