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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature and date 2/4/05]*



SIMSES & Associates, P.A.  
ATTORNEYS AT LAW

Peter A. Flanagan  
Direct Dial: (561) 855-8809  
PFlanagan@simseslaw.com

January 18, 2005

Via Federal Express

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: The Center for Workable Solutions, Inc.

Dear Representative:

Enclosed please find the following:

1. The original and a copy of the Articles of Incorporation pertaining to the above-referenced Corporation; and
2. Check made payable to Department of State in the amount of \$87.50.

The effective date of this Corporation is January 14, 2005.

Please provide our certified copy of the Articles and Certificate of State at your earliest opportunity.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,



Peter A. Flanagan

PAF/jb  
Enclosures

cc: Robert G. Simses, Esq.  
Mr. Michael Ainslie

**ARTICLES OF INCORPORATION  
(Not for Profit)  
(F.S. Ch. 617)**

**ARTICLE I: NAME**

The name of the Corporation shall be The Center for Workable Solutions, Inc.

**ARTICLE II: OFFICE, INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent and registered office of the Corporation is: Robert G. Simses, Esq., Simses & Associates, P.A., 400 Royal Palm Way, #304, Palm Beach, Florida 33480. The principal mailing address of the Corporation shall be P.O. Box 2310, Palm Beach, Florida 33480.

**ARTICLE III: PURPOSE**

The purpose for which the Corporation is organized is as follows:

This Corporation is created and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder (the "corresponding regulations"), that also constitute public charitable purposes under Florida law (the "Corporation's exempt purposes").

No part of the Corporation's assets shall inure to the benefit of or be distributable to any member of the Board of Directors or an Officer of the Corporation or any other private individual or entity, except in furtherance of the Corporation's exempt purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Agreement, the Corporation shall not carry on any other activities not permitted to be carried on by a qualified charitable organization.

The Corporation is intended to qualify and continue to qualify as a qualified charitable organization. To this end, the Board of Directors is directed to do whatever is required for the Corporation to so qualify and to refrain from doing anything that would prevent the Corporation from so qualifying. Specifically, in extension and not in limitation of this direction, the Board of Directors is directed to amend these Articles of Incorporation as set forth in the Corporation's Bylaws to the extent necessary to achieve this objective.

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2005 JAN 19 P 3:44  
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#### **ARTICLE IV: PROHIBITED POWERS**

If and to the extent in any year the Corporation is classified as a private foundation under section 509 of the Code, any other provisions of hereof notwithstanding, the Corporation shall distribute its income and principal for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by section 4942 of the Code. The Corporation, its Board of Directors and Officers shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE V: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

If the Corporation is at any time dissolved, then upon dissolution of the Corporation, all of the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its dissolution shall be distributed for the Corporation's exempt purposes, including distributions to or for the use of one or more qualified charitable organizations selected by the Board of Directors, in such proportions and for such of the Corporation's exempt purposes as the Board of Directors shall determine in its sole discretion, subject to any valid restrictions imposed on contributions to the Corporation.

#### **ARTICLE VI: BOARD OF DIRECTORS; MANNER OF ELECTION OF DIRECTORS**

The Corporation's Board of Directors shall consist at all times of at least three (3) individuals. The manner in which the Directors of the Corporation are elected is set forth in the Bylaws of the Corporation.

#### **ARTICLE VII: INITIAL DIRECTORS AND OFFICERS**

The initial Board of Directors and Officers of the Corporation are as follows:

Zeena Ahmed, Chairwoman and Director  
Michael Ainslie, President and Director  
Lachlan Reed, Secretary, Treasurer and Director  
Nasser Kazeminy, Director  
John Goodman, Director

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the Incorporator of the Corporation is Michael Ainslie, 415 Seaspray Avenue, Palm Beach, Florida 33480.

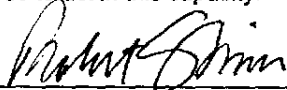
**ARTICLE IX: BYLAWS**

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors.

**ARTICLE X: EFFECTIVE DATE**

The effective date of the Corporation shall be January 14, 2005.

.....  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature Registered Agent

1-18-05  
Date



Signature Incorporator

January 18, 2005  
Date

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