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FLORIDA NON-PROFIT CORPORATION

Learn Across Borders Corporation

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**ARTICLES OF INCORPORATION OF
LEARN ACROSS BORDERS CORPORATION
(A Florida Not for Profit Corporation)**

Pursuant to the Florida Not For Profit Corporation Act, FLA. STAT. ANN. § 617 (2004) (the "Act"), the undersigned Florida not for profit corporation (the "Corporation") adopts the following Articles of Incorporation (the "Articles"):

ARTICLE ONE

The name of the Corporation shall be Learn Across Borders Corporation.

ARTICLE TWO

The name and street address of the incorporator of the Corporation is Allen A. Hemmat, 15926 Dawson Ridge Drive, Tampa, Florida 33647.

ARTICLE THREE

The period of the Corporation's duration is perpetual, unless dissolved in accordance with the Act or other applicable law.

ARTICLE FOUR

The Corporation is a not for profit corporation. The purposes for which the Corporation is organized and to be operated are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any other corresponding provision of any future internal revenue laws of the United States. In accomplishment of such purposes, the Corporation will in particular:

1. promote equal education opportunities, including accessibility to higher education, regardless of nationality, ethnicity, gender or wealth by raising domestic and international funds to implement educational programs;
2. promote cross-cultural communications and understanding through various traditional or modern educational programs against the backdrop of economic globalization; and
3. perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation, including but not limited to establishing alliances with organizations dedicated to similar purposes and granting scholarships, fellowships or making similar payments or contributions in furtherance of the objectives and purposes of the Corporation.

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted of (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future internal revenue law

of the United States or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future internal revenue law of the United States.

The broadest discretion is vested in and conferred upon the Board of Directors (as defined in ARTICLE EIGHT) for the accomplishment of these purposes; *provided, however*, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Florida.

ARTICLE FIVE

Regardless of any other provisions of these Articles or the laws of the State of Florida, the Corporation shall not:

1. permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
2. devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
3. participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE SIX

The street address of the Corporation's initial principal office is 15926 Dawson Ridge Drive, Tampa, Florida 33647; the mailing address of the Corporation is 15926 Dawson Ridge Drive, Tampa, Florida 33647. The street address of the Corporation's initial registered office is 15926 Dawson Ridge Drive, Tampa, Florida 33647 and the name of its initial registered agent at that address is Allen A. Hemmat. A written acceptance of appointment as a registered agent by such a person is attached hereto as Appendix 1.

ARTICLE SEVEN

The Corporation may have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the Bylaws of the Corporation (the "*Bylaws*").

ARTICLE EIGHT

The number of persons constituting the board of directors (the "*Board of Directors*") shall be three. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three. The

number of directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Allen A. Hemmat	15926 Dawson Ridge Drive Tampa, Florida 33647
Director	Sean S. Tedjarati	207 South Hesperides Street Tampa, Florida 33609
Director	JoAnn S. McCarthy	903 Clinton St. 2R Philadelphia, Pennsylvania 19107

The initial 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 the Bylaws, and carrying on any other business brought before the meeting. Thereafter, the number of directors of the Corporation shall be determined in accordance with the Corporation's Bylaws.

ARTICLE NINE

An officer or director of the Corporation shall not be liable to any person for monetary damages for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director. However, this ARTICLE NINE does not eliminate or limit the liability of an officer or director for a breach of, or failure to perform, his or duties as an officer or director if the breach of, or failure to perform, constitutes:

1. a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. a transaction from which the officer or director received an improper personal benefit, either directly or indirectly;
3. recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or

4. an act or omission for which the liability of a director is expressly provided by an applicable statute.

This ARTICLE NINE applies only if the Corporation is an organization recognized under section 501(c)(3) of the Code. For purposes of this ARTICLE NINE, an officer is defined as a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

If the Act or the Florida Business Corporation Act, FLA. STAT. ANN. § 607 (2004) (the "*Business Act*"), is amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation may indemnify a person who was or is a party to any proceeding because the person is or was a director, officer, employee or other person related to the Corporation as provided by the provisions in the Act and the Business Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE ELEVEN

Upon the dissolution of the Corporation, after payment or provision for payment of the Corporation's liabilities has been made, the Corporation's remaining assets shall be distributed to an organization selected by majority vote of the Board of Directors, provided that such organization is at the time of such distribution an organization described in Section 501(c)(3) of the Code and dedicated to the same purpose of the Corporation. The amount of any distribution made under this ARTICLE ELEVEN shall be determined by the Board of Directors.

ARTICLE TWELVE

These Articles may be amended by majority vote of the Board of Directors at any annual, regular or special meeting, provided that the notice for any special meeting of the Board of Directors at which amendments to these Articles will be considered includes a description of the amendments to be considered, unless such requirement for notice is waived in writing by the majority of the Board of Directors.

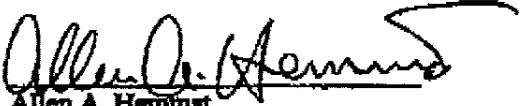
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FEB-23-2005 02:32P FROM:

CT CORPORATION

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IN WITNESS WHEREOF, these Articles are hereby adopted on this 18 day of
February 2005.


Allen A. Hemmst
Incorporator

FEB-23-2005 16:47
FEB-23-2005 02:32P FROM:

CT CORPORATION

TO: 17136155095

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Appendix I

Acceptance of Appointment as a Registered Agent

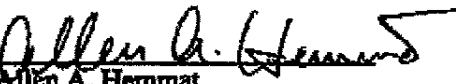
LEARN ACROSS BORDERS CORPORATION

(A Florida Not for Profit Corporation)

Having been named as the registered agent to accept service of process for Learn Across Borders Corporation (the "Corporation"), a Florida not-for-profit corporation, the undersigned, whose business address is at 15926 Dawson Ridge Drive, Tampa, Florida 33647, is familiar with and accepts the appointment as the initial registered agent of the Corporation and agrees to act in this capacity.


Name: Allen A. Hemmat
Registered Agent

2/18/05
Date


Allen A. Hemmat
Incorporator

2/18/05
Date

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