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ARTICLES OF INCORPORATION

APRIL 1, 2005

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ACADEMICAL VILLAGE RESEARCH AND EDUCATION FOUNDATION, INC.
(A NOT-FOR-PROFIT FLORIDA CORPORATION)

ARTICLES OF INCORPORATION

THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation (the "Corporation") under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

Section 1.1. The name of this Corporation shall be **ACADEMICAL VILLAGE RESEARCH AND EDUCATION FOUNDATION, INC.**

Section 1.2. The street address of the principal office of this Corporation in the State of Florida is:

ACADEMICAL VILLAGE RESEARCH AND EDUCATION FOUNDATION, INC.
3301 College Avenue
Fort Lauderdale, Florida 33314

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE II. DURATION

Section 2.1. This Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III. NON-STOCK CORPORATION

Section 3.1. This Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may or may not issue Certificates of Membership.

ARTICLE IV. PURPOSE

Section 4.1. The purposes for which this Corporation is organized are to further, promote, advance, foster and support medical, biomedical, health-related, scientific and similar education, research and health care programs, services and activities and to transact any and all lawful business or activities in pursuit or in furtherance of any or all of such purposes of this Corporation and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for any or all of such purposes of this Corporation, either directly or by contributions solely to fund projects, services and activities located within, or operated, managed and administered by organizations primarily located within, the northern two-thirds (Griffin Road and north) of Broward County, Florida, which organizations are organized and operated exclusively for any or all of the purposes of this Corporation and which organizations shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or any successor statute) and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended (as amended, the "Code").

Section 4.2. This Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which this Corporation is organized, and to aid or assist other organizations within the northern two-thirds (Griffin road and north)

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of Broward County, Florida which are organized and operated exclusively for any or all of the purposes of this Corporation and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Notwithstanding anything herein to the contrary, this Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code.

Section 4.3. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any director or officer of this Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes); and no director or officer of this Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

Section 4.4. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.6. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation, exclusively for the purposes of this Corporation in such manner, or to such organization or organizations within the northern two-thirds (Griffin road and north) of Broward County, Florida which are organized and operated exclusively for any or all of the purposes of this Corporation and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed by the School Board of Broward County, Florida, exclusively for the purposes of this Corporation or to such organization or organizations within the northern two-thirds (Griffin road and north) of Broward County, Florida which are organized and operated exclusively for any or all of the purposes of this Corporation and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE V. MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of this Corporation serving from time to time.

ARTICLE VI. DIRECTORS

Section 6.1. All powers of this Corporation shall be exercised by and under the authority of a Board of Directors (hereinafter referred to individually as a "Director" and collectively as the "Board"), and the property, business and affairs of this Corporation shall be managed under the Board's direction. The Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Directors present at a meeting at which a quorum as required pursuant to the Bylaws is present, except as otherwise set forth herein or in the Bylaws.

Section 6.2. The number of Directors shall be five(5) initially and may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of this Corporation, but in any event there shall never be less than three (3) Directors.

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Section 6.3. The members of the Board of Directors shall be appointed and shall serve such terms as set forth in the Bylaws.

ARTICLE VII. AMENDMENT

Section 7.1. These Articles of Incorporation may be amended only with the affirmative vote of an absolute majority of all Directors then serving, calculated irrespective of any vacancies of directorships at that time.

ARTICLE VIII. BYLAWS

Section 8.1. The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to these Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors as set forth therein.

ARTICLE IX. REGISTERED AGENT AND REGISTERED OFFICE

Section 9.1. The registered agent and registered office of this Corporation shall be:

Garry W. Johnson, Esq.
Tripp Scott, P.A.
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

ARTICLE X. INCORPORATOR

Section 10.1. The name and address of the incorporator of this Corporation are as follows:

Garry W. Johnson, Esq.
Tripp Scott, P.A.
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

ARTICLE XI. INDEMNIFICATION

Section 11.1. The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.


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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 2005.

INCORPORATOR:


Garry W. Johnson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

ACADEMICAL VILLAGE RESEARCH AND EDUCATION FOUNDATION, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 3301 College Avenue, Fort Lauderdale, FL 33314, appoints the following person as its agent to accept service of process within this State:


Garry W. Johnson, Esq.
at Tripp Scott, P.A.,
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: April 1, 2005


Garry W. Johnson

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