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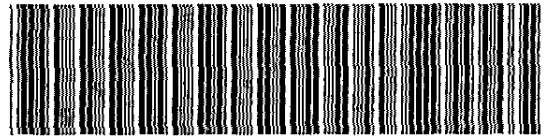
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INTRODUCED

05 APR 13 PM 4:30

05 APR 13 PM 4:14

SECURITY DIVISION
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT

WILL GENIUS INC.
Corporate Name

FROM:

Daryl Olmiguez
Name

2635 Grampian Drive West
Address

Jacksonville, Florida 32216
City, State & Zip

Office Telephone: 904-651-8100
Daytime Telephone number

ARTICLES OF INCORPORATION
OF
WILL GENIUS, Inc.

FILED

05 APR 13 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby make, describe, acknowledge and file these Articles for the formation of a corporation, not for profit, in the State of Florida in compliance with Chapter 617, F.S.

ARTICLE I NAME

The name of this corporation shall be WILL GENIUS, Inc., a corporation not for profit.

ARTICLE II PRINCIPAL ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 2635 Grampian Drive West, Jacksonville, Florida 32216. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III PURPOSE

This corporation is formed for the purpose of providing high quality computer programs and services utilizing available technology with emphasis on helping the youth

Since it is the purpose of the corporation to be a non-profit corporation, it shall only engage in activities consistent with its status as defined in Section 501 (C) (3) of the Internal Revenue Code of 1986 or any successor provisions thereto.

ARTICLE IV MANNER OF ELECTION

- A. Board of Directors shall include the Chairman, President and Secretary. The initial Board of Directors will appoint members for the Executive Board. Appointment and/or election subsequent to the approval of the Articles of Incorporation will be by a majority vote by the Board of Directors.
- B. The Board of Directors shall include the Chairman, President, Secretary and the appointed members. It shall be the highest court of appeal in all matters both spiritual and material, and the final authority on any question.
- C. The affairs of this Corporation will be managed initially by the subscribing members, who are the initial Board of Directors as set out herein until the first regularly scheduled election, subsequent to the approval of the Articles of Incorporation, and thereafter is to be managed by the Board of Directors. All affairs managed by them shall be presented for approval at the next regularly scheduled business meeting of the corporation.
- D. Amendments to the Articles of Incorporation may be proposed and adopted after presentation of the proposal to the board of Directors, and upon the majority approval of the Board of Directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The number of Directors of the corporation shall have shall be a minimum of three (3) Directors and their addresses are as follows:

Violeta Olmoguez, Chairman of the Board, 6504 Arlington Road, Jacksonville, Fl 32211

Daryl Olmoguez, President, 2635 Grampian Drive West, Jacksonville, Florida 32216

Lorilee Olmoguez, Secretary, 1425 NW 6th Place, Gainesville, Florida 32603

The aforesaid Directors shall serve as the initial Board of Directors until the first scheduled election following the issuance of these Articles of Incorporation.

ARTICLE VI INITIAL REGISTERED AGENT and STREET ADDRESS

The name and address of the registered agent to these Articles of Incorporation is:

Violeta Olmoguez, 6504 Arlington Road, Jacksonville, Fl 32211

ARTICLE VII NAME AND ADDRESS of the INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Daryl Olmoguez, 2635 Grampian Drive West, Jacksonville, Florida 32216

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.

Violeta Olmoguez
Signature/ Registered Agent

DARYL OLMOGUEZ
Signature/ Incorporator

4-13-05
Date
FILED
04/13/05
PM 4:30
CLERK OF
COURT
JACKSONVILLE
FLORIDA

FILED