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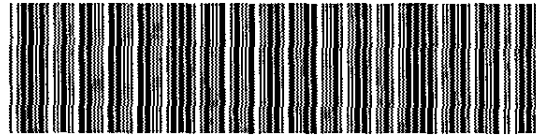
(Business Entity Name)

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DIVISION OF CORPORATIONS
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[Handwritten signature]

6006-38609

Morrison & Mills, P.A.

ATTORNEYS AT LAW
1200 WEST PLATT STREET
SUITE 100
TAMPA, FLORIDA 33606

THOMAS K. MORRISON
FREDERICK J. MILLS
SHAUN PURI
W. GRAY DUNLAP, JR.
KAREN J. PREVATT

TELEPHONE (813) 258-3311
TELECOPIER (813) 258-3209

E-Mail Address: spuri@tampabay.rr.com

August 29, 2006

Via Federal Express

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

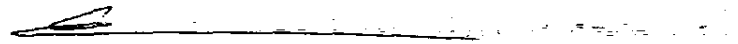
**Re: Filing of Articles of Incorporation;
Cornwall College Old Boy's Association of Central Florida, Inc.**

Dear Sir/Madam:

Enclosed, please find for filing the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 to cover the cost of filing and the Registered Agent fee. Please file the original of the Articles, stamp the date of filing on the copy, and return it to me at your earliest convenience in the provided self-addressed and stamped envelope.

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Shaun Puri

Enclosures:

1. Original Articles of Incorporation
2. Check in the amount of \$70.00
3. Copy of Articles for Return
4. Self-addressed and stamped envelope



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 31, 2006

SHAUN PURI
1200 WEST PLATT STREET, SUITE 100
TAMPA, FL 33606

SUBJECT: CORNWALL COLLEGE OLD BOY'S ASSOCIATION OF CENTRAL
FLORIDA, INC.
Ref. Number: W06000038609

We have received your document for CORNWALL COLLEGE OLD BOY'S ASSOCIATION OF CENTRAL FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 006A00053401

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 AUG 30 PM 1:14

ARTICLES OF INCORPORATION
OF
CORNWALL COLLEGE OLD BOY'S
ASSOCIATION OF CENTRAL FLORIDA, INC.

The undersigned incorporator, desiring to form a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, executes the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be **CORNWALL COLLEGE OLD BOY'S ASSOCIATION OF CENTRAL FLORIDA, INC.** (the "Corporation").

ARTICLE II

The street address of the initial principal office of the Corporation, being the same as its mailing address, is 13905 Bruce B. Downs Blvd., Suite B, Tampa, FL 33613.

ARTICLE III

The Corporation is organized exclusively for charitable, literary and educational purposes. The Corporation may also, from time to time, make 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. The Corporation shall not engage in the operation of a social club of any kind or character whatsoever.

ARTICLE IV

The Board of Directors shall be made up of not less than three (3) and no more than ten (10) directors and each Director shall be elected or appointed as stated in the Bylaws of the Corporation.

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part

of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of any and all liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall distribute said assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which will best accomplish the general purposes for which the Corporation was organized.

ARTICLE VII

The name and street address of the Corporation's initial Registered Agent and Registered Office for service of process is Thomas K. Morrison of Morrison & Mills, P.A., 1200 W. Platt St., Suite 100, Tampa, Florida 33606.

ARTICLE VIII

The Corporation shall not have members and the Corporation shall not have any capital stock.

ARTICLE IX

The name and address of the incorporator is Thomas K. Morrison of Morrison & Mills, P.A., 1200 West Platt St., Suite 100, Tampa, Florida 33606.

The incorporator shall hold an organizational meeting in order to elect a Board of Directors, who shall then complete the organization of the Corporation.

ARTICLE X

This Corporation is to exist in perpetuity unless sooner dissolved according to law.

ARTICLE XI

Subject to the limitations contained in the By-Laws and any limitations set forth in the Florida Statutes concerning the corporate action that must be authorized or approved by the Board of Directors of the corporation, By-Laws may be made, altered, rescinded, added to, or new By-Laws may be adopted, by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

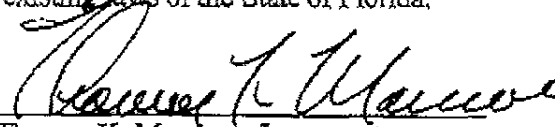
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XIII

The Corporation shall admit individuals of any race, color or national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to all. The Corporation shall not discriminate on the basis of race, color, or national or ethnic origin in administration of its educational policies, admissions policies, scholarship or loan programs, or athletic or any other programs administered thereby.

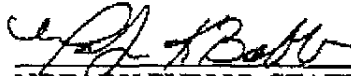
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

Date: August 28, 2006


Thomas K. Morrison, Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me, a Notary Public in and for said county and state, personally appeared Thomas K. Morrison, who, being known to me or produced a Florida driver's license as identification, is the same person who executed the foregoing Articles of Incorporation and has duly acknowledged the execution of same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this the 28 day of August, 2006.


NOTARY PUBLIC, STATE OF FLORIDA
Name: Marilyn K. Babb
My Commission Expires:
My Commission No. is:



**CERTIFICATE DESIGNATING CORPORATION'S
INITIAL REGISTERED AGENT AND OFFICE/
REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

That CORNWALL COLLEGE OLD BOY'S ASSOCIATION OF CENTRAL FLORIDA,
INC. (the "Corporation"), desiring to qualify under the laws of the State of Florida, hereby
designates Thomas K. Morrison as its initial Registered Agent to accept service of process within
Florida, and Morrison & Mills, P.A., 1200 West Platt Street, Suite 100, Tampa, Florida 33606 as
the location of its initial Registered Office.

Date: August 28, 2006

By: 
Thomas K. Morrison, Incorporator

Having been named and accepted to service of process for the Corporation, at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all states relative to the proper and complete performance of my duties.

Date: August 28, 2006

By: 
Thomas K. Morrison, Registered Agent

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public in and for said county and state, personally appeared THOMAS K. MORRISON, who, being known to me or produced a Florida driver's license as identification, is the same person who executed the foregoing Acceptance of Appointment as Registered Agent for CORNWALL COLLEGE OLD BOY'S ASSOCIATION OF CENTRAL FLORIDA, INC. and has duly acknowledged the execution of same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this the 28 day of August 2006.

(Seal)


NOTARY PUBLIC, STATE OF FLORIDA

Print

Name:

Marilyn K. Babb

My Commission Expires:

My Commission No. is:

