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NEW YORK & FLORIDA BAR

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Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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Attn: Non-Profit Section

Re: The Institutes for the Achievement of Human
Potential Alumni Association, Inc.

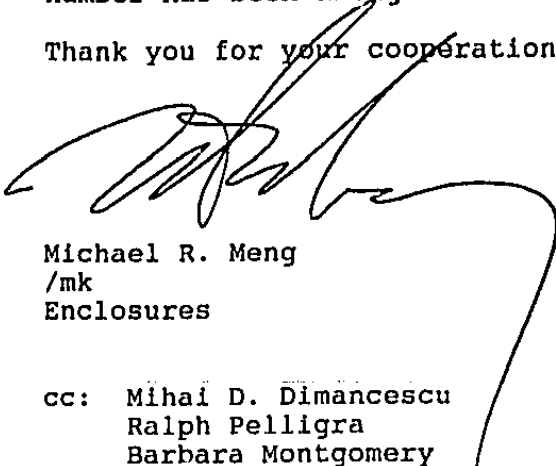
Dear Sirs:

Enclosed herewith for filing please find an original and copy of
the Articles of Incorporation for the above-named non-profit
corporation. Also enclosed is my check payable to the Florida
Secretary of State in the sum of \$70.00

Please file these Articles and return a confirmation copy to this
office in the envelope provided.

Would you kindly call this office collect to advise when a charter
number has been assigned.

Thank you for your cooperation.


Michael R. Meng
/mk
Enclosures

cc: Mihai D. Dimancescu
Ralph Pelligra
Barbara Montgomery

Michael GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principles
DATE 5-31-96
DOC. EXAM N. J. [Signature]

Handwritten initials and date:
5/31/96

**Articles of Incorporation
of
The Institutes for the Achievement of Human Potential Alumni Association,
Inc.
A Florida Nonprofit Corporation**

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**Articles of Incorporation
of
The Institutes for the Achievement of Human Potential Alumni Association,
Inc.
A Florida Nonprofit Corporation**

ARTICLE ONE: Name.

The name of this corporation is The Institutes for the Achievement of Human Potential Alumni Association, Inc.

ARTICLE TWO: Statement of Corporate Nature.

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not-for-Profit Law set forth in part One of Chapter 617 of Florida Statutes.

ARTICLE THREE: Term.

This corporation shall have perpetual existence.

ARTICLE FOUR: General and Specific Purposes.

The specific and primary purposes for which this corporation is formed are:

(a) To operate for the advancement of charity, science and education and for other related or corresponding charitable purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, and;

(b) To operate exclusively in any other manner for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under corresponding provisions of any subsequent federal tax code governing distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code.

c) Within the limitations specified in (a) and (b) above, to operate exclusively as an alumni association for that entity incorporated in the Commonwealth of Pennsylvania and known as The Institutes for the Achievement of Human Potential, Inc., and within such purpose to pursue all lawful means of support for such entity, including but not limited to fund raising and generally supporting the financial well-being of such entity by all lawful means, compiling and maintaining mailing lists of alumni, producing and disseminating alumni publications and programs and facilitating communication between and among the said entity and its alumni.

ARTICLE FIVE: Subscribers.

The names and addresses of the subscribers of this corporation are as follows:

Mihai D. Dimancescu
88 South Bergen Place
Freeport NY 11520-3525

Michael R. Meng
1860 NW Boca Raton Boulevard
Boca Raton FL 33432

Barbara Montgomery
646 North Ithan Avenue
Rosemont PA 19010

Ralph Pelligra
NASA Ames Research Center
Moffett Field CA 94035-1000

ARTICLE SIX: Registered Agent and Office.

The address of the corporation's Registered Office shall be 1860 NW Boca Raton Boulevard, Boca Raton, FL 33432, and the name of its Registered Agent at that address shall be Michael R. Meng. Principal address is also the same as the Registered Office.

ARTICLE SEVEN: Management of Corporate Affairs.

1. TRUSTEES:

(a) The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Trustees. The number of Trustees shall be specified in the By-Laws which shall be approved at the first meeting of the Board of Trustees after the filing of these Articles.

(b) The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of such Board at which time an election of Trustees shall be held in accordance with

the By-laws approved at that meeting.

(c) The names and addresses of the members of the first Board of Trustees are as follows:

Mihai D. Dimancescu
88 South Bergen Place
Freeport NY 11520-3525

Michael R. Meng
1860 NW Boca Raton Boulevard
Boca Raton FL 33432

Barbara Montgomery
646 North Ithan Avenue
Rosemont PA 19010

Ralph Pelligra
NASA Ames Research Center
Moffett Field CA 94035-1000

2. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and By-Laws of the corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

3. TRUSTEE COMPENSATION.

No member of the Board of Trustees shall receive any remuneration from the corporation unless the said right to and the manner of remuneration shall be approved by a majority vote of the other members of the Board of Trustees. Trustees may be reimbursed expenses incurred in the furtherance of the purposes of the corporation:

4. OFFICERS.

The Board of Trustees shall elect the following officers: President, Vice President, Treasurer and Secretary and any such other officers as the By-Laws of the corporation may authorize and the Board of Trustees shall deem appropriate from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President: Michael R. Meng

Vice President: Mihai D. Dimancescu

Treasurer: Barbara Montgomery

Secretary: Ralph Pelligra

5. COMMITTEES.

The Board of Trustees may, by resolution duly passed, designate one or more committees which shall act with the authority and for the time and purposes granted to them by the Board of Trustees in said resolution.

6. MEMBERS.

The corporation is a membership organization. The classes of membership shall consist of the Board of Trustees and such other classes of members possessing such rights and responsibilities as shall be specified in the By-Laws adopted by the Board of Trustees at its first meeting and as amended from time to time. Qualifications for membership and the manner of admission of members shall be as specified in the By-Laws.

ARTICLE EIGHT: By-Laws.

The Board of Trustees is authorized to approve By-Laws for the corporation and subject to the limitations contained in those By-Laws and any other limitations set forth in the Corporation Not-For Profit Law of Florida concerning corporate actions that must be authorized or approved by the members of the corporation, if any, said By-Laws may be made altered, rescinded, added to or new By-Laws adopted either by a resolution of the Board of Trustees or by any other procedure provided therefor in the By-Laws.

ARTICLE NINE: Dedication of Assets.

The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Trustee, Officer or member thereof or to the benefit of any private

individual except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and no trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE TEN: Activities of The Corporation.

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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the 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 Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE ELEVEN: Distributions of Assets.

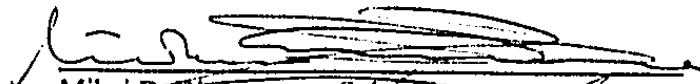
Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any future Federal Tax Code as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

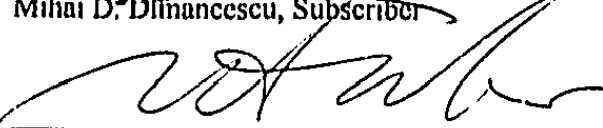
ARTICLE TWELVE: Amendment of Articles.

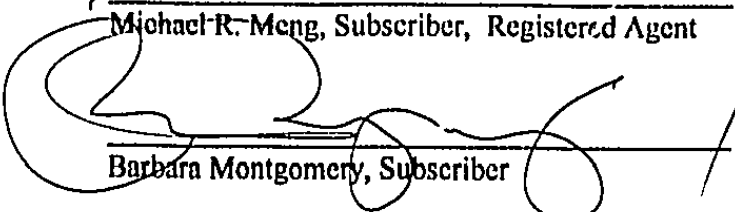
Amendments to these Articles of Incorporation may be proposed by resolution and adopted by the vote of two thirds (2/3) of the members of the Board of Trustees.


WE THE UNDERSIGNED, being the subscribers and incorporators of this corporation and including all the persons herein named as the subscribers of this corporation for the purpose of forming this nonprofit, charitable corporation under the laws of the state of Florida, have executed these Article of Incorporation on the dates hereinafter set forth, and the registered agent named herein, by signing these Articles of Incorporation as a subscriber, thereby accepts the designation as registered agent.

Dated: May 8, 1996.


Mihai D. Dinancescu, Subscriber


Michael R. Meng, Subscriber, Registered Agent


Barbara Montgomery, Subscriber


Ralph Pelligra, Subscriber

Commonwealth of Pennsylvania)

) SS.:

County of Montgomery)

On the 8th day of May, 1996, before me personally came Mihai D. Dimancescu, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.


Notary Public, Commonwealth of Pennsylvania

NOTARIAL SEAL
DEBORAH L. MESSENGER, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires May 10, 1999

Commonwealth of Pennsylvania)

) SS.:

County of Montgomery)

On the 10th day of May, 1996, before me personally came Ralph Pelligra, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.


Notary Public, Commonwealth of Pennsylvania

NOTARIAL SEAL
DEBORAH L. MESSENGER, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires May 10, 1999

Commonwealth of Pennsylvania)

) SS.:

County of Montgomery)

On the 8th day of May, 1996, before me personally came Barbara Montgomery, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.

Deborah L. Messenger
Notary Public, Commonwealth of Pennsylvania

NOTARIAL SEAL
DEBORAH L. MESSENGER, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires May 10, 1999

Pennsylvania
State of Florida)

Montgomery
County of Palm Beach)

) SS.:

On the 8th day of May, 1996, before me personally came Michael R. Meng, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.

Deborah L. Messenger
Notary Public, State of Florida

NOTARIAL SEAL
DEBORAH L. MESSENGER, Notary Public
Lower Merion Twp., Montgomery Co.
My Commission Expires May 10, 1999

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