

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 27 PM 1:21

**ARTICLES OF INCORPORATION OF
AMERICAN SCHOOL OF CAMPINAS BRAZIL FOUNDATION, INC.**

A Florida Corporation Not for Profit

The undersigned Incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name and Address

The name of this corporation shall be American School of Campinas Brazil Foundation, Inc. The initial mailing address of the Corporation shall be 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific poses of the Corporation shall be (i) to furnish financial and administrative aid and support for educational programs in both the United States and in foreign countries, (ii) to assist in the building, establishing, maintaining and operating schools and educational institutions of all kinds in the United States and in foreign countries, (iii) to collect, receive and maintain any fund,

or funds, by subscription, or otherwise, and to apply the income and principal thereof to the promotion of the purposes heretofore set out, and (iv) to accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not 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 by the donor under Section 170(c)(2) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the Incorporator of this corporation is:

Edward E. Sawyer
White & Case
200 S. Biscayne Boulevard
Suite 4900
Miami, Florida 33131

ARTICLE VII

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VIII

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership, the manner of admission to Membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

David E. Cardenas
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Orlando Rufo Gonzalez
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Luiz Percico
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Kent Adams
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Marion Wallis
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Andrew Paul Stouffer
c/o Escola Americana de Campinas
Caixa Postal 1183
Campinas, S.P., Brazil

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall include a President, a vice-president, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 1201 Hays Street, Tallahassee, FL 32301.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is The Prentice-Hall Corporation System, Inc.

ARTICLE XIII

Bylaws

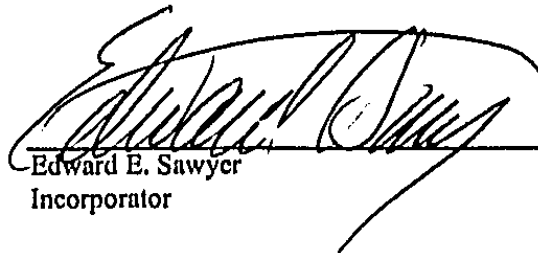
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 26th day of September, 1996.



Edward E. Sawyer
Incorporator

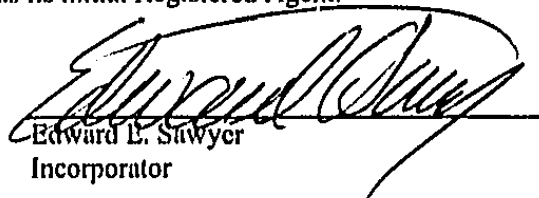
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 27 PM 1:21

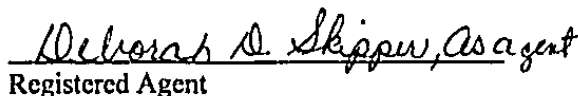
In compliance with Florida Statutes Section 48.091 and 617.0501, the following is
submitted:

American School of Campinas Brazil Foundation, Inc., desiring to organize as a
corporation not for profit under the laws of the State of Florida, has designated 1201 Hays Street,
Tallahassee, Florida 32301, as its initial Registered Office and has named The Prentice-Hall
Corporation System, Inc., located at said address as its initial Registered Agent.


Edward E. Sawyer
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment, and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. Furthermore, the undersigned understands the requirements of Section 48.091 and
recognizes his duty to comply with such provision.

The Prentice-Hall Corporation System, Inc.


Registered Agent