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WILLIAM W. CARPENTER, P.A.

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FILED
JUN 18 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 1998

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

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-06/18/98--01056--013
*****87.50 *****87.50

Subject: W.I.S.E. Inc.
a corporation not for profit


Gentlemen:

Enclosed is an original and two copies of the Restated Articles of Incorporation for W.I.S.E. Inc. and a check for:

\$87.50 Filing Fee, Certified Copy & Certificate

from William W. Carpenter, Esq. 1416 East Robinson St. Orlando, FL 32801, (407) 898-4100. Please file the Restated Articles of Incorporation and send me a Certificate of Incorporation and a certified copy of the article in the self-addressed stamped envelope which I have enclosed.

Sincerely,



William W. Carpenter, Esq.
Attorney at Law

cc: Paul Gaipman
Karen Gerzick

Restated Articles

VS JUN 25 1998

**RESTATED ARTICLES
OF INCORPORATION**
of
W.I.S.E. INCORPORATED
A Florida Not for Profit Corporation

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Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following restated articles to its Articles of Incorporation.

FIRST: Restated articles adopted: **ARTICLE I** through **ARTICLE XI** are restated to read as follows:

ARTICLE I
NAME

The name of the corporation is **W.I.S.E. INCORPORATED**

ARTICLE II
PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 9 Orangewood Court, Apopka, Florida 32703. The location of the Principal Office shall be subject to change as may be provided in the bylaws duly adopted by the Corporation.

ARTICLE III
MAILING ADDRESS

The mailing address of the corporation is 9 Orangewood Court, Apopka, Florida 32703.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 9 Orangewood Court, Apopka, Florida 32703 and the initial Registered Agent at such address is Paul Gaipman.

ARTICLE V
PURPOSE

This corporation is organized exclusively for:

A. the advancement of, charitable, educational, and scientific purposes, including, for such purposes, the making of 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 tax code.

B. To combat community deterioration and juvenile delinquency

C. To operate exclusively in any other manner for such charitable, educational, and scientific 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 any corresponding provisions of any subsequent federal tax laws, covering distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended..

ARTICLE VI

ELECTION OF DIRECTORS

The manner in which the directors will be elected or appointed shall be as stated in the Bylaws of the corporation.

ARTICLE VII

RESTRICTIONS ON CORPORATE ACTIVITIES

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article V hereof.

B. 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 or in opposition to any candidate for public office.

C. 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.

D. Notwithstanding any other provision of these Articles, 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 VIII
DISSOLUTION AND WINDING UP
OF CORPORATE AFFAIRS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 charitable, 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 the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors 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 IX
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member hereof, or to the benefit of any private individual.

ARTICLE X
INCORPORATOR

The name and address of the sole incorporator of the corporation is Paul Gaipman 9 Orangewood Court, Apopka, Florida 32703.

SECOND: The date of adoption of the restated Article of Incorporation was June 16, 1998.

THIRD: Adoption of Restated of Articles of Incorporation: There are no members or members entitled to vote on the Restated Articles of Incorporation. The amendment was adopted by the board of directors.

W.I.S.E. INCORPORATED

Corporation Name


Signature of President

Paul Gaipman

President
Title

June 16, 1998
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

JUNE 16, 1998

Date