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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 27, 1997

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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(6) ****122.50 ****122.50

RE: AIKEN CHILDREN EDUCATIONAL FUND, INC.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation for AIKEN CHILDREN EDUCATION FUND, INC. Please file the enclosed Articles and return a certified copy of same to the undersigned as soon as possible. I have enclosed our client's check in the amount of \$122.50 representing the filing and certified copy fee.

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

Very truly yours,

Mitchell B. Kirschner

MBK:pma
Enclosures

cc: Elizabeth Jones
Patricia Kruger

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Mitch Kirschner
AUTHORIZATION BY PHONE TO
CONNECT no. of directors
DATE 10/30/97
NOT EXPIRE

ne 10/30/97

ARTICLES OF INCORPORATION

OF

AIKEN CHILDREN EDUCATIONAL FUND, INC.
A NOT-FOR-PROFIT CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is AIKEN CHILDREN EDUCATIONAL FUND, INC.

The principal office of this corporation is: 7000 West Palmetto Park Road, Suite 500, Boca Raton, Florida 33431.

The mailing address of this corporation is: 7000 West Palmetto Park Road, Suite 500, Boca Raton, Florida 33431.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for the receipt, investment and proper disbursement of funds contributed toward the education of the children of Jane Aiken, deceased.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

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

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

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

ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue ten (10) *membership certificates*.

B. All *membership certificates* issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the *membership certificates* shall bear a legend stating that such *certificates* are restricted in the manner described in the Bylaws or any agreement between the *members*, and that a copy of such bylaws or agreement shall be provided to all *members*.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be (3) provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the office of the Corporation on the first Monday of March of each year at Noon, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Elizabeth Jones	7000 West Palmetto Park Road, #500 Boca Raton, Florida 33431
Patricia Kruger	7000 West Palmetto Park Road, #500 Boca Raton, Florida 33431
Ramsey Aiken	7000 West Palmetto Park Road, #500 Boca Raton, FL 33431

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

Name:	Title:
Elizabeth Jones	President, Secretary
Patricia Kruger	Vice President, Treasurer
Ramsey Aiken	Director/Assistant Secretary

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 in Article IV 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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 DISTRIBUTION OF ASSETS

Upon 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, education, 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 provision 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
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

**ARTICLE X
SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Name:	Address:
Elizabeth Jones	7000 West Palmetto Park Road, #500 Boca Raton, Florida 33431
Patricia Kruger	7000 West Palmetto Park Road, #500 Boca Raton, Florida 33431

**ARTICLE XI
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XII
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, 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 thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 7000 West Palmetto Park Road, Suite 500, Boca Raton, Florida 33431, and the name of its registered agent at said address shall be Elizabeth Jones.

ARTICLE XIV
AMENDMENT OF ARTICLES

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.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 27th day of October, 1997.

WITNESSED BY

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

[Signature]
Elizabeth Jones

[Signature]
Patricia Kruger

[Signature]
Ramséy Aiken

ACCEPTANCE OF REGISTERED AGENT


Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Elizabeth Jones
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, this day personally appeared ELIZABETH JONES, who upon first being duly sworn did depose and state that she executed the foregoing for the purposes therein expressed. She is personally known to me or has produced Personally as identification.

WITNESS my hand and seal this 27 day of October, 1997.


NOTARY PUBLIC

My commission expires:



GAYLE C. VARNEY
MY COMMISSION # CC345849 EXPIRES
February 18, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE, FLORIDA