

ACCOUNT NO. : 072100000032

REFERENCE : 644748 104653A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 22, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 644748-005

CUSTOMER NO.: 104653A

CUSTOMER: Thomas C. Walser, Esq
POSESS & WALSER, P.A.

Suite 201
7015 Beracasa Way
Boca Raton, FL 33433

DOMESTIC FILING

NAME: PINKOWSKI INSTITUTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 22 PM 12: 19

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

PINKOWSKI INSTITUTE, INC.

FILED
DIVISION OF STATE
97 DEC 22 PM 12:19
CORPORATIONS

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be **PINKOWSKI INSTITUTE, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS

The principal place of business and mailing address of the corporation is 9900 Stirling Road, Suite 200, Cooper City, FL 33024.

ARTICLE III

PURPOSE(S)

The purpose for which the corporation is organized are exclusively charitable, religious and educational within the meaning of the Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set for in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any further federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

MANNER OF ELECTION OF DIRECTOR(S)

The method of election of directors is so stated in the bylaws of the corporation. The number of directors constituting the initial Board of Directors of the corporation is five (5), until their successor(s) are elected and shall qualify.

ARTICLE V

LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes unless limited as follows: No Limitations.

ARTICLE VI

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq..

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator is:

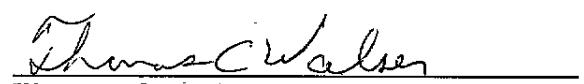
NAME

ADDRESS

Thomas C. Walser, Esq.

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

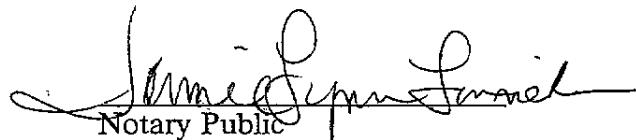
DATED this 19 day of December, 1997.


Thomas C. Walser, Esq., Incorporator

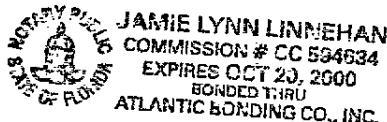
STATE OF FLORIDA)
COUNTY OF PALM BEACH)ss:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM12:19

The foregoing instrument was acknowledged before me this 19th day of December, 1997, by Thomas C. Walser, Esq., of Boca Raton, Florida, the Registered Agent, who is personally known to me or has produced a _____ as identification.


Notary Public

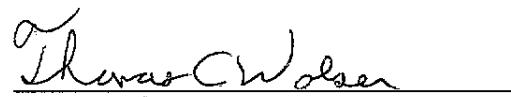
My Commission Expires:



JAMIE LYNN LINNEHAN

CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Thomas C. Walser, Esq.,
Registered Agent