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TRANSMITTAL LETTER

98 FEB -6 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: THE ACADEMY RESEARCH & DEVELOPMENT FOUNDATION, INC.

(Proposed corporate name - must include suffix)

300002424079--3
-02/06/98--01113--002
*****131.25 *****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WM. N. AITKENHEAD or ANNE E. MC SOLEY

Name (Printed or typed)

3131 FLIGHTLINE DRIVE

Address

LAKELAND, FL 33811

City, State & Zip

(941) 648-2004

Daytime Telephone number

P. Hall
FEB - 6 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

THE ACADEMY RESEARCH & DEVELOPMENT FOUNDATION, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter 617.0202, F.S.

ARTICLE I

NAME

The name of the Corporation shall be:

The Academy Research & Development Foundation, Inc.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation's registered office is 3131 Flightline Drive, Lakeland, Florida 33811. The President and Registered Agent of the Corporation is Wm. N. Aitkenhead, whose address is the same as the registered office. The mailing address is the same as the registered office and the registered agent. The Board of Directors may, from time to time, move the principal office to any other address in Florida, and may establish branch offices in such other places within or without the state of Florida as it may designate.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized is exclusively for educational, charitable and scientific as described in Section 509(a) (1), (2) or (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of its office.

- (1) To promote self independence through education.
- (2) To research the conditions which inhibit person(s) from obtaining the education and training necessary for self sufficiency.
- (3) To further develop programs and opportunities for persons requiring educational and training assistance.

- (4) To collaborate with other schools and agencies in studying and solving problems confronting the postsecondary educational system.
- (5) To develop a training related educational and vocational assessment workshop.
- (6) To develop an ESL tutorial assistance workshop.
- (7) To research the feasibility of on-site remedial training.
- (8) To build and develop an independent research library.
- (9) To develop a career development resource center.
- (10) To establish a student assistance center to provide scholarship, grant and sponsorship monies to qualifying students.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

- (1) To receive assistance, money (as grant or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the by-laws.
- (2) To establish and office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (3) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objectives and purposes are and shall continue to be impressed with a trust for such purposes.
- (4) To purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebted or other personal property, as well as to purchase, acquire, own, hold, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

- (5) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objectives for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits for the laws of the State of Florida applicable to corporations of the character, including but not limited to the powers described in Section 617.0202 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited to their application to accomplish the purpose for which this Corporation is formed.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall be composed of not less than (3) and no more than (9) members. These Directors will be nominated by the existing officers and will voted into office at the Corporation's Annual Meeting. The term of office shall be for three years and will consist of at least a President, Vice President, and Secretary/Treasurer.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the Corporation's registered office is 3131 Flightline Drive, Lakeland, FL. The Corporation's President and Registered Agent is Wm. A. Aitkenhead, whose address is the same as the registered office. The mailing address is the same as the registered office and registered agent. The Board of Directors may, from time to time, move the principal office to any other address in Florida, and may establish branch offices in such other places within or without the state of Florida as it may designate.

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TALLAHASSEE, FLORIDA

THE ACADEMY RESEARCH & DEVELOPMENT FOUNDATION, INC.
3131 FLIGHTLINE DRIVE
LAKELAND, FL 33811

[Handwritten Signature]

Signature/Incorporator

4 FEB 98

Date

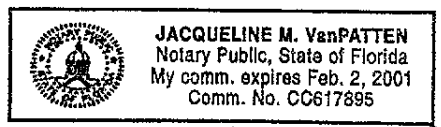
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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

[Handwritten Signature]

Signature/Registered Agent

4 FEB 98

Date



Jacqueline M VanPatten Feb. 4, 1998