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TRANSMITTAL LETTER FILED

98 MAR -2 AM 8:49

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: WORLDWIDE FINANCIAL EDUCATION FOUNDATION, INC.

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

<u> </u> \$70.00	<input type="checkbox"/>	<u> </u> \$122.50	<input type="checkbox"/>
Filing Fee		Filing Fee	
	<input checked="" type="checkbox"/>	& Certified Copy	<input type="checkbox"/>
			<u> </u> \$131.25
			Filing Fee,
			Certified Copy
			& Certificate

Thank you.

FROM: Pierre Gauthier
3001 Aloma Ave, Suite 225
Winter Park, FL 32792
(407) 679-2959

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P. Hall
MAR - 4 1998

ARTICLES OF INCORPORATION

FILED

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be: WORLDWIDE FINANCIAL EDUCATION FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 3001 Alamo Avenue, Suite 225, Winter Park, Florida 32792

**ARTICLE III
PURPOSE**

The specific purposes for which the corporation is organized is for educational purposes, specifically to educate individuals in the area of global financial management and investments. These purposes include the making of distributions to other educational organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

**ARTICLE IV
MEMBERS**

The Corporation shall have members whose membership shall be evidenced by a certificate or certificates of membership representing their membership in the corporation.

**ARTICLE V
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the bylaws of the corporation.

**ARTICLE VI
INITIAL DIRECTORS**

The initial directors of the corporation and their addresses are:

Don Shaw
3001 Aloma Avenue, Suite 225
Winter Park, Florida 32792

Jean Gauthier
3001 Aloma Avenue, Suite 225
Winter Park, Florida 32792

Pierre Gauthier
3001 Aloma Avenue, Suite 225
Winter Park, Florida 32792

**ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are: Soobadra Gauthier, 3001 Aloma Avenue, Suite 225, Winter Park, Florida 32792

**ARTICLE VIII
INCORPORATORS**

The name and address of the Incorporators to these Articles of Incorporation are:

Don Shaw
3001 Aloma Avenue, Suite 225
Winter Park, Florida 32792

Jean Gauthier
3001 Aloma Avenue, Suite 225
Winter Park, Florida 32792

**ARTICLE IX
EARNINGS NOT TO BE DISTRIBUTED**

No part of the 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 the furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the Corporation shall be the carrying 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. 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, of (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE X
DISSOLUTION**

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Upon the dissolution of the Corporation, assets shall be distributed for one or more 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


**ARTICLE XI
INTERNAL AFFAIRS**

Regulation of the internal affairs of the Corporation shall be provided in the Corporate Bylaws.

IN WITNESS WHEREOF, We have here unto subscribed our names this 24 day of FEBRUARY, 1998.



Jean Gauthier, Incorporator



Don Shaw, Incorporator

ACCEPTANCE OF STATUTORY AGENT

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.



Soobadra Gauthier, Esq.

2/24, 1998