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N98000002142
April 9, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 8:36

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32301

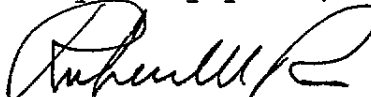
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*****70.00 *****70.00

Dear Clerk:

Re: BRIGHTEN THE CORNER, INC.

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-named corporation and a check in the amount of \$70.00 to cover the fee.

Very truly yours,


RICHARD V.S. ROOSA

RVSR/m
Enc.

RP
04-13-98

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation pursuant to chapter 617 of the Florida Statutes, adopt the following Articles of incorporation:

Article I

Name

The name of the corporation shall be: BRIGHTEN THE CORNER, INC.

Article II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be: 1714 Cape Coral Parkway, Cape Coral Florida 33904.

Article III

Purposes

The specific purposes for which the corporation is organized is: To offer to as many poor, uninformed, disadvantaged, handicapped or other young people of all races, primarily one or two years - to a college or technical school education so that having had the opportunity to acquaint themselves with and pass the requirements of any such institution they will be better advised and equipped to find the many other grants, scholarships, loans or part-time work which are available in our society to dedicated students to complete their education and achieve their desired degrees in the field of their choice.

Article IV

Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows: the remaining director or directors shall appoint-replacements to form a board of not less than three.

Article V
Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

With the forgoing in mind:

1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the

Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article VI

Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is: Richard V.S. Roosa, 1714 Cape Coral Parkway, Cape Coral, FL 33904.

Article VII

Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

LOUIS N. TILLEY	1663 Edith Esplanade Cape Coral, FL 33904
RICHARD V.S. ROOSA	1714 Cape Coral Parkway Cape Coral, FL 33904
MARYLOU MILLER	1714 Cape Coral Parkway Cape Coral, FL 33904

The undersigned incorporators have executed these Articles of incorporation this 8th day of April, 1998.

Louis N. Tilley
[Signature of Incorporator]

LOUIS N. TILLEY
[Typed name of incorporator signing]

Richard V.S. Roosa
[Signature of Incorporator]

RICHARD V.S. ROOSA
[Typed name of incorporator signing]

Marylou Miller
[Signature of Incorporator]

MARYLOU MILLER
[Typed name of incorporator signing]

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared LOUIS N. TILLEY, RICHARD V.S. ROOSA and MARYLOU MILLER, who are personally known to me and known to me to be the persons who made and subscribed the foregoing Articles of Incorporation, and certified and acknowledged that the same was executed for the use and purposes therein expressed.

WITNESS my hand and official seal this on April 8,
1998.

Notary Public

My commission expires:
Sep. 2, 2000

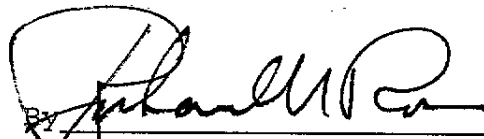
Sheri Anne Vnasdale
Sheri Anne Vnasdale

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That BRIGHTEN THE CORNER, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Cape Coral, County of Lee, State of Florida, has named RICHARD V. S. ROOSA, located at 1714 Cape Coral Parkway, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


By Richard V. S. Roosa
Resident Agent

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