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FORT LAUDERDALE OFFICE
439 Northeast Seventh Avenue
Fort Lauderdale, FL 33301

PALM BEACH OFFICE
712 U.S. Highway One
North Palm Beach, FL 33408

May 9, 1998

N980000003122

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

000002523720-7
-05/14/98-01081-008
****122.50 ****122.50

Re: Articles of Incorporation of
policy and RESEARCH INSTITUTE, INC.

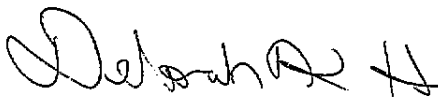
Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for RESEARCH INSTITUTE, INC. for filing, along with a check in the amount of \$122.50 to cover the cost of same.

Kindly send a certified copy of the Articles back to me in the enclosed self addressed stamped envelope.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,


Deborah K. Hausman
Esquire

LILLIA GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRINCIPAL ADDRESS
DATE 6-2-98
DOC. EXAM JN

~~108-11233~~

FILED
98 JUN -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 6-2-98

SENT VIA FEDERAL EXPRESS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 18, 1998

DEBORAH K. HAUSMAN, ESQ.
1499 W. PALMETTO PARK RD., STE. 208
BOCA RATON, FL 33486

SUBJECT: RESEARCH INSTITUTE, INC.
Ref. Number: W98000011233

We have received your document for RESEARCH INSTITUTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 998A00027553

ARTICLES OF INCORPORATION
FOR
POLICY AND RESEARCH INSTITUTE, INC.

FILED
98 JUN -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, Douglas K. Sheldrake, a natural person competent to contract, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, pursuant to Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is **POLICY AND RESEARCH INSTITUTE, INC.**
231 Shore Court, Lauderdale By the Sea, FL 33308.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation formed under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officer except to the extent permissible under law.

ARTICLE III

DURATION

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE IV

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To provide the opportunity for exchange of ideas and opinions, and for study and discussion, of various business and technical aspects of business endeavors generally in the State of Florida and specifically in South Florida; to promote business endeavors in the State of Florida and South Florida; to develop and encourage high standards of service for Members serving the public; and to acquire, preserve and disseminate data and information to Members and to the public relating

to business endeavors. .

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 (Purposes) hereof.

ARTICLE VI

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Douglas K. Sheldrake
231 Shore Court
Lauderdale By the Sea, FL 33308

Donald Sheldrake
RR4
Totonto, Ontario, Canada

Robert Krill
134 Colbeck Street
Toronto, Ontario, Canada

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the corporation is:

Deborah K. Hausman, Esquire
Glatter & Platt, P.A.
1499 W. Palmetto Park Road, Suite 208

Boca Raton, Florida 33486

ARTICLE VIII

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is one (1). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustee annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Douglas K. Sheldrake 231 Shore Court Lauderdale By the Sea, FL 33308	Donald Sheldrake RR4 Toronto, Ontario, Canada	Robert Krill 134 Colbeck Street Toronto, Ontario, Canada
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Article IX

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

PRESIDENT	Douglas K. Sheldrake 231 Shore Court Lauderdale By the Sea, FL 33308
VICE PRESIDENT	Donald Sheldrake RR4 Toronto, Ontario, Canada
SECRETARY	Robert Krill 134 Colbeck Street Toronto, Ontario, Canada M6S1V5

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is as follows:

Douglas K. Sheldrake
231 Shore Court
Lauderdale By the Sea, FL 33308

ARTICLE XI

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of filing these Articles of Incorporation.

ARTICLE XIV

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XV

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

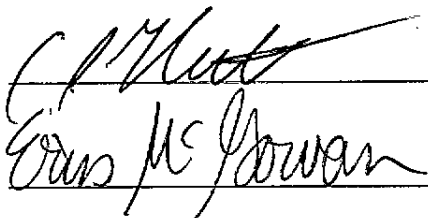
ARTICLE XVI

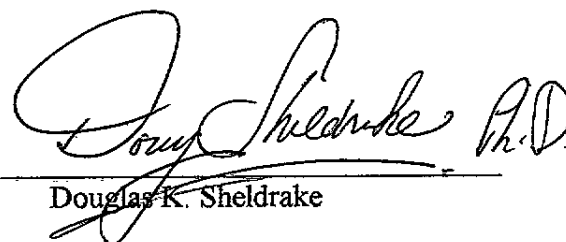
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 13th day of May, 1998.

WITNESSES:


Evan Mc Gowan


Douglas K. Sheldrake

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Douglas K. Sheldrake, to me personally known, and who executed the foregoing instrument and acknowledged that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the

state and county aforesaid, this 13 day of May, 1998.

Personally Known X OR Produced Identification _____
Type of Identification Produced: _____

Paul Lynn McGowan

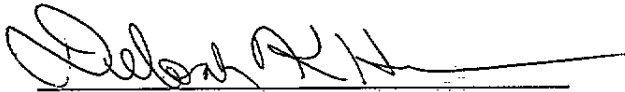
Notary Public, State of Florida
Commission No.

**DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT
AND ACCEPTANCE THEREOF**

Pursuant to Chapter 617, Florida Statutes, the following is submitted:

1. POLICY AND RESEARCH INSTITUTE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the city of Lauderdale By The Sea County of Broward, State of Florida, has named Deborah K. Hausman, Esquire, Glatter & Platt, P.A. located at 1499 W. Palmetto Park Road, Suite 208, Boca Raton, Florida, 33486 as its agent to accept Service of Process within this State.

2. Having been named as registered agent and to accept service of process for the above stated corporation at the address designated in this certificate pursuant to the provisions of section 617, Florida Statutes, 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.



Deborah K. Hausman, Esq.
Registered Agent

5/27/98

Date

FILED
98 JUN -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA