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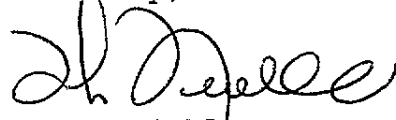
Secretary of State
409 East Gaines Street
CORPORATIONS DIVISION
Tallahassee, FL 32399

RE: Kids Health Education Foundation, Inc.

Please find enclosed the Articles of Incorporation and designation of registered agent together with our check in the amount of \$122.50 which we understand is the fee for recording the enclosed document and returning to us a certified copy of the Articles of Incorporation as recorded utilizing the enclosed *Federal Express* airbill.

Should you have any questions, please give us a call at 407-975-1413.

Sincerely,



T. L. Trimble
Vice President/Legal Services

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Enclosures (2)

APPROVED
AND
FILED
98 JUN -8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 8 1998

**ARTICLES OF INCORPORATION
KIDS HEALTH EDUCATION FOUNDATION, INC.
(a corporation not-for-profit)**

The undersigned forms a corporation not for profit under the laws of the State of Florida and adopts Articles of Incorporation as follows:

**ARTICLE I
Name of Corporation**

The name of this corporation is KIDS HEALTH EDUCATION FOUNDATION, INC. (the "Corporation"). The principal office of the Corporation shall be located at 111 N. Orlando Avenue, Orange County, Winter Park, Florida 32789.

**ARTICLE II
Existence**

The Corporation shall exist perpetually.

**ARTICLE III
Charitable Purposes**

The purposes for which the Corporation is formed are charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The primary purpose of the Corporation shall be to advance the state-of-the-art in computerized instructional material related to health education and to deliver products based on this advancement for use by schools in the United States and internationally. In order to accomplish the aforementioned purposes, the Corporation is empowered to:

- A. Solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, lend, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of the Corporation.
- B. Do and perform any and all acts or services necessary or incidental to the accomplishment of said purposes.

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- C. Engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.
- D. Refrain from engaging in any activities not authorized to be conducted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any other United States Internal Revenue Law.

In conducting its affairs, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be carrying on 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 any corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future Federal Tax Code.

ARTICLE IV Board of Directors

The three (3) individuals identified below shall constitute the initial Board of Directors of the Corporation. The manner in which directors shall be appointed, their number and terms of office shall be as provided in the Bylaws. The number of members of the board shall never be less than three. The names and addresses of the initial members of the Board of Directors are:

C. Diane Wallace-Booker 7329 Kerry Hill Court
Columbia, MD 21045

Bruce Butler Uptown Business Center
3009 Holmes Avenue South
Minneapolis, MN 55408

Ben Carson, M.D.

John Hopkins Hospital
Pediatric Neurosurgery
600 North Wolfe Street
Harvey 811
Baltimore, MD 21287

Robert D. Holmen

Robert D. Holmen & Associates
1088 Goodrich at Lexington Parkway
St. Paul, MN 55105

Wintley Phipps

6428 Four Foot Trail
Columbia, MD 21045

Calvin Wiese

185 Springwood Trail
Altamonte Springs, FL 32714

ARTICLE V **Officers**

The initial officers of the Corporation, who shall serve for the first year of corporate existence or until their successors have been elected and qualified, are the following:

Ben Carson, M.D.	Chairman of the Board
Wintley Phipps	President
Calvin Wiese	Vice President
Diane Wallace-Booker	Vice President & Asst. Secretary

ARTICLE VI **Membership**

The Corporation shall have no members.

ARTICLE VII **Bylaws**

The Bylaws of the Corporation shall be adopted, or may be amended or rescinded, by a vote of a majority of the Board of Directors.

ARTICLE VIII **Amendments to Incorporating Documents**

These Articles of Incorporation may be amended or rescinded in the same manner as the Bylaws.

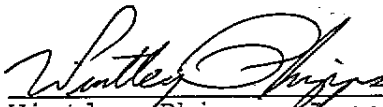
ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 so 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 organization, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
Registered Agent and Registered Office

The initial registered office of the Corporation shall be 111 North Orlando Avenue, Orange County, Florida 32789 and the initial registered agent at that address shall be T. L. Trimble.


IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seal this 27th day of May, 1998.


Wintley Phipps, Incorporator
6428 Four Foot Trail
Columbia, MD 21045

STATE OF Maryland
COUNTY OF Prince George

The foregoing instrument was acknowledged before me this 27th day of May, 1998, by Wintley Phipps, who is personally known to me and who took an oath.

My Commission Expires: 8/1/00


Notary Public
Denise L. Thomas - Ellis
Printed name of Notary

Serial or Commission Number

CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS

In compliance with Fla. State. § 48.091, the following is
submitted:

KIDS HEALTH EDUCATION FOUNDATION, INC. desiring to organize under
the laws of the State of Florida with its principal office at 111
North Orlando Avenue, Winter Park, County of Orange, State of
Florida, has designated T. L. Trimble, whose street address is
111 North Orlando Avenue, Winter Park, County of Orange, State of
Florida, as its agent to accept service of process within this
state.

KIDS HEALTH EDUCATION FOUNDATION,
INC.

By: Calvin W. Wiese
Print name: Calvin W. Wiese
Title: Vice President

ACCEPTANCE

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

T. L. Trimble
T. L. Trimble

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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