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Wiley School Uniforms Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
IBILEY SCHOOL UNIFORMS FOUNDATION, INC.
(A Florida Not for Profit Corporation)

ARTICLE I

NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be IBILEY SCHOOL UNIFORMS FOUNDATION, INC. Its principal office is located at 999 N.W. 159 Drive, Miami, Florida 33169, and its mailing address is 999 N.W. 159 Drive, Miami, Florida 33169.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a not for profit corporation.

ARTICLE III

PURPOSES AND POWERS

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of 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) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation to the contrary, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code Section 501(c) (3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

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B. This Corporation's purposes shall include, without limitation:

i) providing of grants and scholarships to children and adolescents.

ii) providing grants or certificates to schools and/or students for the purchase of school uniforms and uniform supplies and/or school supplies; and

iii) doing all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies under Code Section 501(c) (3).

C. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of this Corporation shall inure to the benefit of, or be distributable to, any director or officer of this Corporation or any

other individual (except that reasonable compensation may be paid, in cash or in kind, for services rendered to or for this Corporation and this Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to this Corporation), and no director or officer of this Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation. However, this dissolution or otherwise, upon any not for profit corporation described in Code Section 501(c) (3) and 170(c) (2) as specified below.

E. No substantial part of the activity of this Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including, without limitation, the publication or distribution of statements for or against any candidate).

F. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of this Corporation, be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at

the time of such dissolution, qualify as an exempt organization under Code Section 501(c) (3), 170(c) (2) and 509(a) (1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade or other local governments for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court or competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV

TERM

The period of duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Mark T. Juanico
Biscayne Blvd., Ste. 400-S 3050
Miami, Florida 33137

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The registered agent and the street address of the registered agent of this Corporation in the State of Florida shall be:

Mark T. Juanico
3050 Biscayne Blvd., Ste. 400-S
Miami, Florida 33137

ARTICLE VII

MANNER IN WHICH BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will be appointed, elected, and hold office shall be as set forth in the Bylaws of this Corporation.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or appeal the Bylaws shall be bested in the Board of Directors. Such Bylaws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify its officers, directors, and attorneys, and may indemnify its other employees or agents, to the fullest extent provided under Florida law including, without limitation, Sections 617.0831 and 617.0834 of the Florida Not for Profit Corporation Act.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the Bylaws to a quorum (as defined therein) of the Board of Directors for their vote. Amendments may be adopted by a

majority of the members of the Board of Directors of this Corporation at a meeting in which a quorum exists.

ARTICLE XI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the Bylaws of this Corporation. This Corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

ARTICLE XII

MEMBERS

This Corporation shall have no members.

IN WITNESS WHEREOF, the undersigned as the Incorporator, has executed the foregoing Articles of Incorporation as of the 16th day of January, 1998.

By: 

Mark T. Juanico,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was sworn to and acknowledged before me this 16 day of January 1998, by Mark T. Juanico, known to me to be the person described in and who executed the

foregoing Articles of Incorporation for the purposes therein
stated, and who is personally known to me.

Blanca Barbara Rodriguez
Notary Public, State of Florida
at Large

Printed Name of Notary:

Blanca Barbara Rodriguez

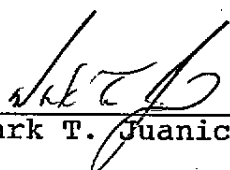
My Commission Expires:

OFFICIAL NOTARY SEAL
BLANCA BARBARA RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. C418453
MY COMMISSION EXP. NOV. 2, 1998

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for IBILEY SCHOOL UNIFORM FOUNDATION, INC., a not for profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT:

By: 
Mark T. Juanico

Dated: 1-16-98

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