

N99000002847
TRANSMITTAL LETTER

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

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY -3 PM 3:23

SUBJECT: COLLEGIUM INTERNATIONAL, INC.

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

\$131.25

for Filing Fee, Designation of Registered Agent, Certified Copy and Certificate Under Seal.

The documents have been signed by the registered agent.

The corporation to be formed is **NOT FOR PROFIT**.

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****131.25 *****87.50

FROM: Jeffrey R. Edwards, Attorney
1201 W. Horatio St., #9
Tampa, FL 33606

(813) 254-1783

Enclosures: 2 signed copies of the Articles of Incorporation
check payable to Florida Department of State in the amount of \$131.25.

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**ARTICLES OF INCORPORATION
OF
COLLEGIUM INTERNATIONAL, INC.**

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The undersigned incorporator, a citizen of the United States, desiring to form a Non-Profit Corporation for the purposes hereinafter stated, by and under the provisions of Chapter 617 of the Statutes of the State of Florida, does hereby subscribe to, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: COLLEGIUM INTERNATIONAL, INC.

ARTICLE II - PURPOSE

The said corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III - LIMITATION OF CORPORATE POWERS

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

The corporate powers of this corporation, as provided in section 617.0302, Florida Statutes, unless limited are as follows:

1. Adopt, use, and alter a common corporate seal, which must always contain the words "corporation not for profit";
2. Elect or appoint officers and agents and pay them reasonable compensation;

3. Adopt, change, amend, and repeal bylaws, not inconsistent with law or these articles of incorporation;

4. Increase, by a vote of its members cast according to the provisions of the bylaws, the number of its directors;

5. Make contracts and incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

6. To the same extent as a natural person, sue and be sued and appear and defend in all actions and proceedings in its corporate name;

7. Conduct its affairs, carry on its business, and have offices and exercise the powers granted by the Act in any state, territory, district, or possession of the United States or any foreign country;

8. Purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest in real or personal property, wherever situated;

9. Acquire, enjoy, use, and dispose of patents, copyrights, and trademarks and any licenses and attendant rights and interests;

10. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

11. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with shares and other interests in, or obligations of, other for profit or not for profit domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or any instrumentality of the foregoing governmental units;

12. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds lent or invested except as prohibited by section 617.0833, Florida Statutes;

13. Make donations for the public welfare or for charitable, scientific, educational, or other similar purposes;

14. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and

15. Merge with other domestic and foreign corporations both for profit and not for profit if the surviving corporation is a not for profit corporation.

ARTICLE IV - PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:
118 West Plymouth St., Tampa, Hillsborough County, Florida 33603.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are to be elected or appointed shall be provided for as

stated in the bylaws.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

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 the 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Robert John Porter, Jr., Ph.D., 118 West Plymouth St., Tampa, Florida 33603.

ARTICLE VIII - INCORPORATOR

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

Robert John Porter, Jr., Ph.D., 118 West Plymouth St., Tampa, Florida 33603.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1 day of May, 1999.



Robert John Porter, Jr., Ph.D.,
Incorporator

State of Florida

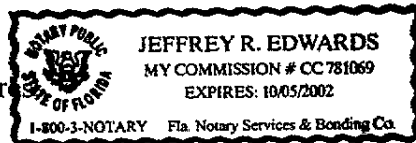
County of Hillsborough

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SECRETARY OF CORPORATIONS
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BEFORE ME, the undersigned authority, personally appeared **Robert John Porter, Jr., Ph.D.**, who is personally known to me, or has produced _____ identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of May, 19 99.

My commission expires



Jeffrey R. Edwards
Notary Public

State of Florida at Large

Having been named as Registered Agent and to accept service of process for COLLEGIUM INTERNATIONAL, INC. 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:

Date: May 1, 1999

Signature: *Robert John Porter, Jr.*

**Robert John Porter, Jr., Ph.D.,
Registered Agent**