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FLORIDA NON-PROFIT CORPORATION
MAGDALENE CARNEY BANA'I INSTITUTE, INC.

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ARTICLES OF INCORPORATION
OF
MAGDALENE CARNEY BAHAI INSTITUTE, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned persons do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, the Articles for which read as follows:

ARTICLE ONE
NAME

The name of this corporation is MAGDALENE CARNEY BAHAI INSTITUTE, INC.

ARTICLE TWO
OFFICE

The initial principal office of this corporation and the mailing address shall be located at 3735-B Shares Place, Riviera Beach, Florida 33404.

ARTICLE THREE
PURPOSE

The purpose and general nature of the objectives for which this corporation is organized are exclusively for the purposes of religious, charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law;

to engage in any activity incidental or conducive to the attainment of the purpose of this corporation, that lawfully can be conducted by a corporation organized under Chapter 617.001, et seq., Florida Statutes;

to engage in other activities and functions as are proper and in furtherance of the goals and purposes of the corporation; and

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to accept gifts, grants and contributions and to conduct fund raising activities in furtherance of the goals and purposes of the corporation.

The corporation shall be subject to the following provisions:

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered;

b. No part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

d. Upon the dissolution of the corporation and after paying or making provision for payment of all liabilities 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 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 the Circuit Court 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.

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ARTICLE FOUR
REGISTERED AGENT AND OFFICE

The name and office address of this corporation's registered agent in Florida is Charles C. Cornwell, 3735-B Shares Place, Riviera Beach, Florida, 33404.

ARTICLE FIVE
TERM OF EXISTENCE

The term of existence of this corporation is to be perpetual unless dissolved according to law.

ARTICLE SIX
QUALIFICATION OF MEMBERS

Qualification of members and the manner of their admission is to be provided for in the corporation's bylaws.

ARTICLE SEVEN
BOARD OF DIRECTORS

The Board of Directors are appointed as set forth in the Bylaws. The initial Board of Directors and their addresses are as follows:

CHARLES C. CORNWELL
3735-B Shares Place
Riviera Beach, Florida, 33404

RICHARD BAUMAN
3746 Pinckney Island Ct.
Jacksonville, FL 32224

FARAH GUCHANI-ROSENBERG
1400 NW 13th Ave. #26
Boca Raton, FL 33404

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ARTICLE EIGHT
NONSTOCK CORPORATION

The corporate shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the corporation shall not be issued.

ARTICLE NINE
DISSOLUTION

The corporation may be dissolved only by a majority vote of the Board of Directors of the corporation, and then only in accordance with the legal formalities necessary for the dissolution of a corporation pursuant to Section 617.1401 of the Florida Statutes.

ARTICLE TEN
BYLAWS

The first bylaws of this corporation will be adopted by the Board of Directors named herein. Upon prompt notice, the bylaws may be amended, altered, or rescinded by a two-thirds (2/3) affirmative vote of the Board of Directors.

ARTICLE ELEVEN
AMENDMENTS

These Articles of incorporation may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors.

ARTICLE TWELVE
INDEMNIFICATION

Every Director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or an officer of the corporation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the

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performance of his duties. Provided that, in the event of a settlement this right of indemnification will only apply if a majority of the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE THIRTEEN
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is Charles C. Cornwell, 3735-B Shares Place, Riviera Beach, Florida, 33404.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my signature this 16 day of September, 1999.

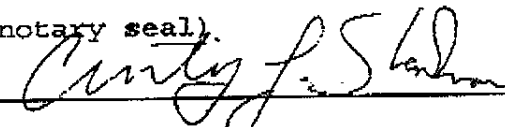


CHARLES C. CORNWELL, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

16 The foregoing instrument was acknowledged before me this 16 day of September, 1999, by CHARLES C. CORNWELL who is personally known to me or who has produced a Florida Drivers License as identification.

(notary seal)



Notary Public



Curtis L. Shenkman
MY COMMISSION # CC687955 EXPIRES
February 12, 2002
BONDED THRU TROY FAIN INSURANCE INC

DeSantis, Gaskill,
Smith & Shenkman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Curtis L. Shenkman, Esquire
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Sections 48.091 (1) and 617.0202, Florida Statutes, the following is submitted in compliance thereof:

That MAGDALENE CARNEY BAHAI INSTITUTE, INC. desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

NAME ADDRESS CHARLES C. CORNWELL 3735-B Shares Place Riviera Beach, Florida, 33404.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 AM to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

CHARLES C. CORNWELL, Registered Agent

STATE OF FLORIDA) COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day of September, 1999, by CHARLES C. CORNWELL who is personally known to me or who has produced a Florida Drivers License as identification.

(notary seal)

Notary Public

\\Cornwell\NON-PROF.ART 9-26-99



Curtis L. Shenkman MY COMMISSION # CC687965 EXPIRES February 12, 2002 BONDED THRU TROY FARM INSURANCE, INC

DeSantis, Gaskill, Smith & Shenkman, P.A. 11891 US Highway One North Palm Beach, FL 33408 Curtis L. Shenkman, Esquire FL Bar No. 0438911 561-622-2700

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