

BAKER & DANIELS
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JOSEPH E. MILLER, JR.
DIRECT (317) 237-1415
e-mail: jemiller@bakerd.com

INDIANAPOLIS
FORT WAYNE
SOUTH BEND
ELKHART
WASHINGTON, D.C.
QINGDAO, P.R. CHINA

N99000006405

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
P 495 555 083

October 11, 1999

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

600003016206--3
-10/28/99-01008--005
*****43.75 *****43.75

600003016206--3
-10/15/99-01060--007
*****35.00 *****35.00

Re: Adventure Learning Centre, Inc.

Dear Sir or Madam:

I am enclosing the original and two (2) copies of the executed Articles of Incorporation for Adventure Learning Centre, Inc. (the "Corporation"). Accompanying these documents is a check in the amount of \$35.00, payable to the Department of State.

Please file the Articles of Incorporation and return a certificate of incorporation, along with two (2) date-stamped copies of the Articles of Incorporation, in the self-addressed, stamped envelope enclosed herein.

Please do not hesitate to call me at (317) 237-1415 if you have any questions about this matter. Thank you for your assistance.

Very truly yours,


Joseph E. Miller, Jr.

JEM
Enclosures

FILED
99 OCT 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson OCT 28 1999

10/21
Mr. Miller sending additional
money for cert. of status.
10/28 Spoke with Amy
Zimmerman would like only cert. of status at this time.

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**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

October 21, 1999

Department of State
Division of Corporations
Attn: Shannon Thompson
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

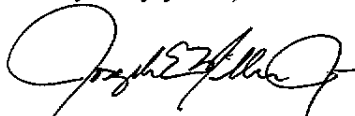
Re: Adventure Learning Centre, Inc.

Dear Ms. Thompson:

Pursuant to our telephone conversation earlier today, I am enclosing a check in the amount of \$43.75, payable to the Department of State. This check is remitted on behalf of Adventure Learning Centre, Inc. (the "Centre"), to pay the registered agent designation fee of \$35.00 and the \$8.75 fee for a certified copy of the Centre's Articles of Incorporation (the "Articles").

I look forward to receiving the Centre's certificate of incorporation and a certified copy of its Articles. Thank you very much for your assistance with this process. I appreciated your helpful telephone call.

Very truly yours,



Joseph E. Miller, Jr.

JEM
Enclosure

ARTICLES OF INCORPORATION
OF
ADVENTURE LEARNING CENTRE, INC.

FILED
99 OCT 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (the "Act"), hereby executes the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Adventure Learning Centre, Inc.

ARTICLE II

Address

The address of the Corporation is P.O. Box N-855, Nassau, Bahamas.

ARTICLE III

Purposes

This Corporation is a public benefit corporation that shall be organized and operated exclusively to conduct, support, encourage, and assist such charitable, educational, religious, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code"). Without limiting the foregoing, and to the extent permitted by the Code sections cited above, the Corporation also shall be organized and operated for the following purposes:

- (a) to own, to establish, to develop, to operate, to maintain, and to promote various educational programs and related facilities for the educational and spiritual benefit of children, young people, and adults in the Bahamas and elsewhere;
- (b) to schedule and to hold lectures, exhibitions, public meetings, classes, and conferences with the purpose of advancing the cause of education;
- (c) to work with the Ministry of Education and various other governmental and nonprofit organizations to improve the educational and spiritual well-being of children, young people, and adults in the Bahamas and elsewhere;
- (d) to operate a home for children who have special needs;
- (e) to provide an annual, one-day field trip to the Centre for all Bahamian elementary students for the purpose of learning responsibility toward government, animals, agriculture, the environment, other persons, and God;
- (f) to establish, to operate, and to maintain youth camps and recreational centers for children and young people;
- (g) to establish chapels, missions, mission houses, and school centers of teaching;
- (h) to conduct such other activities as are consistent with its exempt purposes under Code section 501(c)(3).

ARTICLE IV

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE V

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE VI

Registered Agent and Registered Office

Section 1. The name and address of the initial registered agent in charge of the Corporation's initial registered office are Steve Ross, 1901 Sharon Street, Boca Raton, Florida 33486.

Section 2. The street address of the initial registered office of the Corporation is 1901 Sharon Street, Boca Raton, Florida 33486.

ARTICLE VII

Incorporator

The name and address of the Incorporator of the Corporation are Randy Grebe, P.O. Box N-855, Nassau, Bahamas.

ARTICLE VIII

Members

The Corporation shall have no members. The Corporation may identify as "members," however, those individuals, corporations, or other associations and organizations who support the Corporation's purposes and programs and satisfy such other criteria as are established for "membership" by the Board of Directors. Such designation shall carry no legal significance and shall not entitle such individuals, corporations, or other associations and organizations to attendance at Corporation meetings or to vote on Corporation matters.

ARTICLE IX

Directors

The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

ARTICLE X

Initial Board of Directors

The names and addresses of the members of the initial Board of Directors, who shall serve for terms as specified in or fixed in accordance with these Articles of Incorporation and the Bylaws of the Corporation, are as follow:

Randy Grebe
P.O. Box N-855
Nassau, Bahamas

James Campbell
541 Burnt Ember Lane
Buffalo Grove, IL 60089

Sam Tissot
3440 Academy Drive
Windsor, ON Canada N9E 4B2

Humphrey Duncanson
48 Valentine Avenue
Huntington, NY 11743

Hesketh Johnson
2844 N.W. 42nd Avenue
Coconut Creek, FL 33066

Cedric Farquharson
P.O. Box N-4623
Nassau, Bahamas

Frederica McCartney
P.O. Box N-8181
Nassau, Bahamas

Geoffrey Wood
P.O. Box N-4141
Nassau, Bahamas

Dr. Paul Hadley
173 Hillcrest Avenue
Glen Ellyn, Illinois 60137

ARTICLE XI

Election or Designation and Terms of Directors

The directors of the Corporation, other than the members of the initial Board of Directors, shall be elected or designated in the manner and for terms as specified or fixed in accordance with these Articles of Incorporation and in the Bylaws of the Corporation.

ARTICLE XII

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE XIII

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. The Corporation shall admit students of any race, color, sex, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at a school organized by the Corporation. The Corporation shall not discriminate on the basis of race, color, sex, disability, or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school-administered programs.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 4. Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 7. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 8. No director of the Corporation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 11. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XIV

Dissolution of Corporation

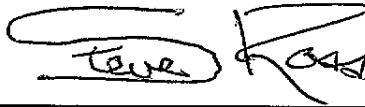
If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Department of State of the State of Florida for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 5 day of October, 1999.

Randy J. Gheb
Incorporator

Having been named as registered agent and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment of 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.



Registered Agent

FILED
99 OCT 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This instrument was prepared by Joseph E. Miller, Jr., Attorney at Law, Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.