

LAW OFFICES OF  
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N99000007370

September 23, 1999

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

Re: **Humanitech, Inc.**

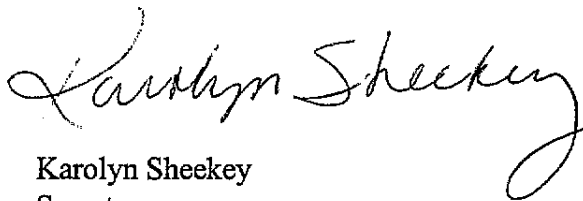
500002997585--6  
-09/27/99-01097-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Humanitech, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

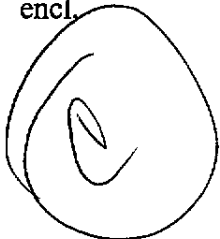
If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey  
Secretary

encl.



FILED  
99 SEP 27 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/30/99

**ARTICLES OF INCORPORATION**

**of**

**HUMANITECH, INC.**

FILED

99 SEP 27 AM 10:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a not for profit corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**HUMANITECH, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in :

A. Facilitating equal access to digital technology for people of all ages by developing and disseminating interdisciplinary educational programs that utilize multi-media resources and electronic collaboration to advance the individual learner's understanding and enjoyment of the arts and sciences.

B. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE III. QUALIFICATION OF MEMBERS**

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V. ADDRESS**

The mailing and street address of the initial principal office of this corporation in the State of Florida is 15 Sentry Oak Place, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

#### **ARTICLE VI. DIRECTORS**

The corporation shall have (4) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

#### **ARTICLE VII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Roshanak L. Dodson	1861 Brown Blvd., #624 Arlington, TX 76006
Valeri L. Baldwin	1337 Paddock Place Bartlett, IL 60103
JOHN & SHARON BALMFORTH	PO BOX 354469 PALM COAST FLA. 32435-4469

#### **ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sharon Balmforth	P.O. Box 1219 North Conway, NH 03860

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE X. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Sidney M. Nowell, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed

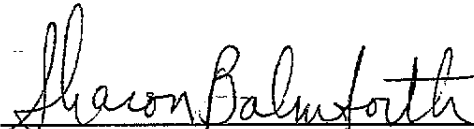
by the Corporation at anytime in accordance with the provisions of Florida law.

  
SHARON BALMFORTH

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT HUMANITECH, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 15 SENTRY OAK PLACE, PALM COAST, FLORIDA 32137, HAS NAMED  
SIDNEY M. NOWELL, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE OF  
FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

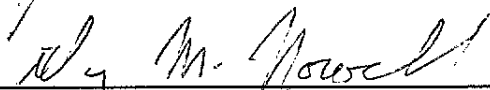
  
SHARON BALMFORTH  
DATE: 9/20, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

99 SEP 27 AM 10:50

FILED

  
SIDNEY M. NOWELL  
REGISTERED AGENT  
DATE: 9/10, 1999