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LAW OFFICES OF  
POSESS & WALSER, P.A.

7015 BERACASA WAY, SUITE 201  
(CORNER OF PALMETTO PARK & POWERLINE RDS.)  
BOCA RATON, FLORIDA 33433  
(561) 392-4100

Telecopier: (561) 392-4177  
Palm Beach: (561)-732-7700  
Broward: (954) 429-1000

REAL ESTATE DEPARTMENT  
CHARLES F. POSESS  
DOUGLAS R. NEU  
GISELE E. ASMAR

TAX & ESTATE PLANNING DEPARTMENT  
THOMAS C. WALSER  
LL.M-Estate Planning  
CARYN J. CLAYMAN

May 11, 2001

File No.

Bureau of Corporate Records  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32301

500004221075--2  
-05/16/01--01129--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of YOUTH IN ACTION ACROSS AMERICA, INC.

Gentlemen:


Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$78.75 representing payment of the filing fee and certified copy.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

*Charles F. Possess*  
Charles F. Possess 

CFP/mmww  
Enclosures

FILED  
01 MAY 16 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
YOUTH IN ACTION ACROSS AMERICA, INC.

FILED

01 MAY 16 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is YOUTH IN ACTION ACROSS AMERICA, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 South Federal Highway, Suite 101, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at that address is Mark Hansen.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

MARK HANSEN  
555 South Federal Highway, 101  
Boca Raton, FL 33432

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MARK HANSEN  
555 South Federal Highway, 101  
Boca Raton, FL 33432

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 555 South Federal Highway, Suite 101, Boca Raton, Florida. The mailing address of the corporation shall be 3912 South Ocean Boulevard, #712, Highland Beach, FL 33487.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 14<sup>th</sup>, 2001.

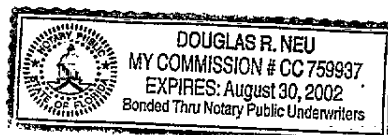
Mark Hansen  
MARK HANSEN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of MAY, 2001 by MARK HANSEN as Incorporator of YOUTH IN ACTION ACROSS AMERICA, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced as identification.

Douglas R. Neu  
Notary Public, State of Florida

My commission expires:



FILED

01 MAY 16 AM 9:34

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT WHOM  
PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Statute:

That YOUTH IN ACTION ACROSS AMERICA, INC., desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named MARK HANSEN located at 555 South Federal Highway, Suite 101, Boca Raton, FL 33432, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open this office.



MARK HANSEN  
Registered Agent