

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997
 AMOUNT DUE ON OR BEFORE 9/17/97: \$61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

FILED

Sep 24 1997 8:00am
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # F96000001900 (7)
 1. Corporation Name
FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATION, INC



Principal Place of Business ABRAHAM DE VEERSTRAAT #4 CURACAO NETHERLANDS ANTILLES	Mailing Address ABRAHAM DE VEERSTRAAT #4 CURACAO NETHERLANDS ANTILLES
--	--

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 04/16/1996	3a. Date of Last Report —
--	------------------------------

2. Principal Place of Business 21 VAN ENGELENWEG 21A Suite, Apt. #, etc. 22 P.O. BOX 3335 City & State 23 CURACAO NETHERLANDS ANTILLES Zip Country 24 25	2a. Mailing Address 26 VAN ENGELENWEG 21A Suite, Apt. #, etc. 27 P.O. BOX 3335 City & State 28 CURACAO NETHERLANDS ANTILLES Zip Country 29 30
---	--

4. FEI Number 98-0136014	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**JOHNSON, PAUL B
 100 S. ASHLEY DR., #1450
 TAMPA FL 33602**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL
85 Zip Code	

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	LIGHT, JANET	
STREET ADDRESS	DOKWEG #19	
CITY-ST-ZIP	CURACAO NETHERLANDS ANTILLES	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	RONNQVIST, EWA	
STREET ADDRESS	DOKWEG #19	
CITY-ST-ZIP	CURACAO NETHERLANDS ANTILLES	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COHEE, LISE L	
STREET ADDRESS	DOKWEG #19	
CITY-ST-ZIP	CURACAO NETHERLANDS ANTILLES	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FRASER, DEBORAH	
STREET ADDRESS	DOKWEG #19	
CITY-ST-ZIP	CURACAO NETHERLANDS ANTILLES	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	MC LAUGHLIN, JANET	
1.3 STREET ADDRESS	P.O. BOX 2422	N/A
1.4 CITY-ST-ZIP	CLEARWATER, FL 33757	
2.1 TITLE	DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	RONNQVIST, EWA	
2.3 STREET ADDRESS	P.O. BOX 1931	N/A
2.4 CITY-ST-ZIP	CLEARWATER, FL 33757	
3.1 TITLE	DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	COHEE, LISE L.	N/A
3.3 STREET ADDRESS	P.O. BOX 2714	
3.4 CITY-ST-ZIP	CLEARWATER, FL 33757	
4.1 TITLE	DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	FRASER, DEBORAH	N/A
4.3 STREET ADDRESS	P.O. BOX 956	
4.4 CITY-ST-ZIP	CLEARWATER, FL 33757	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	500002303875	
6.3 STREET ADDRESS	-09/25/97--0111--029	
6.4 CITY-ST-ZIP	***70.00	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: SIGNATURE REQUIRED COHEE 30/7/97 (813) 445 4309
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (4/97)

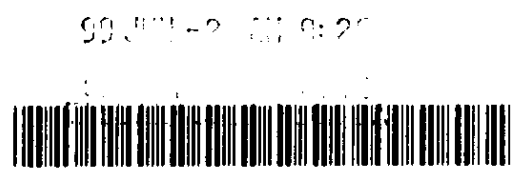
NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000001900 (7)

1. Corporation Name
FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATION, INC.



Principal Place of Business: **VAN ENGELENWEG 21A, P.O. BOX 3335, CURACAO NETHERLANDS ANTILLES**
 Mailing Address: **VAN ENGELENWEG 21A, P.O. BOX 3335, CURACAO NETHERLANDS ANTILLES**

3. Date Incorporated or Qualified: **04/16/1996**
 4. FEI Number: **98-0136014**
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 7. Is this nonprofit corporation a homeowners association? Yes No
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country
 25
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country
 30

9. Name and Address of Current Registered Agent
JOHNSON, PAUL B
112 South Magnolia Ave
Tampa FL 33606

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code

11. Pursuant to the provisions of sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 617.0503, Florida Statutes.
 SIGNATURE: *Paul B Johnson* DATE: **3/24/99**

12. OFFICERS AND DIRECTORS

TITLE	DC	<input checked="" type="checkbox"/> DELETE
NAME	MCLAUGHLIN, JANET	
STREET ADDRESS	P.O. BOX 2422	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	RONNQUIST, EWA	
STREET ADDRESS	P.O. BOX 1931	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COHEE, LISE L	
STREET ADDRESS	P.O. BOX 2714	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FRASER, DEBORAH	
STREET ADDRESS	P.O. BOX 956	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	DC KENNETH, PIRAK
2.3 STREET ADDRESS	P.O. BOX 1373
2.4 CITY-ST-ZIP	CLEARWATER, FL 33757
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.
 SIGNATURE: *Lise L Cohee* DATE: **30/7/98** 813-445-4356

CR2E037 (5/98)

FILED
Feb 26, 2000 8:00 am
Secretary of State

02-26-2000 90027 005 ****70.00

DOCUMENT # F96000001900

1. Entity Name

FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADM

Principal Place of Business VAN ENGELENWEG 21A P.O. BOX 3335 CURACAO NETHERLANDS ANTILLES	Mailing Address VAN ENGELENWEG 21A P.O. BOX 3335 CURACAO NETHERLANDS ANTILLES
---	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business Suite, Apt. #, etc.	3. Mailing Address Suite, Apt. #, etc.
City & State	City & State

4. FEI Number 98-0136014	Applied For <input type="checkbox"/> Not Applicable
------------------------------------	--

Zip	Country	Zip	Country	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
-----	---------	-----	---------	--

6. Name and Address of Current Registered Agent

**JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA FL 33606**

7. Name and Address of New Registered Agent

Name _____
 Street Address (P.O. Box Number is Not Acceptable) _____
 City **FL** Zip Code _____

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

**FILE NOW:
FEE IS \$61.25**

9. Election Campaign Financing Trust Fund Contribution. **\$5.00 May Be Added to Fees**

Make Check Payable to Department of State

10. OFFICERS AND DIRECTORS

TITLE	DC <input type="checkbox"/> Delete
NAME	PIRAK, KENNETH
STREET ADDRESS	P.O. BOX 1373
CITY-ST-ZIP	CLEARWATER FL 33757
TITLE	DC <input type="checkbox"/> Delete
NAME	RONNQUIST, EWA
STREET ADDRESS	P.O. BOX 1931
CITY-ST-ZIP	CLEARWATER FL 33757
TITLE	D <input type="checkbox"/> Delete
NAME	COHEE, LISE L
STREET ADDRESS	P.O. BOX 2714
CITY-ST-ZIP	CLEARWATER FL 33757
TITLE	D <input type="checkbox"/> Delete
NAME	FRASER, DEBORAH
STREET ADDRESS	P.O. BOX 956
CITY-ST-ZIP	CLEARWATER FL 33757
TITLE	<input type="checkbox"/> Delete
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Delete
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10

TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: LISE COHEE **REQUIRE LISE COHEE** 31 Jan 2000 727-445-4309
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E037 (9/99)

2001 UNIFORM BUSINESS REPORT (UBR)

FILED
Feb 28, 2001 8:00 am
Secretary of State

02-28-2001 90004 008 ****70.00

DOCUMENT # F96000001900

1. Entity Name

FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADM

Principal Place of Business

**VAN ENGELENWEG 21A
 P.O. BOX 3335
 CURAÇAO NETHERLANDS ANTILLES**

Mailing Address

**VAN ENGELENWEG 21A
 P.O. BOX 3335
 CURAÇAO NETHERLANDS ANTILLES**

2. Principal Place of Business

Suite, Apt. #, etc.

City & State

Zip

Country

3. Mailing Address

Po Box 899

Suite, Apt. #, etc.

CLEARWATER, FL

33757

USA



DO NOT WRITE IN THIS SPACE

4. FEI Number

98-0136014

Applied For
 Not Applicable

5. Certificate of Status Desired



\$8.75 Additional
 Fee Required

6. Name and Address of Current Registered Agent

**JOHNSON, PAUL B
 112 SOUTH MAGNOLIA AVE
 TAMPA FL 33606**

7. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

**FILE NOW:
 FEE IS \$61.25**

9. Election Campaign Financing
 Trust Fund Contribution.

\$5.00 May Be
 Added to Fees

**Make Check Payable to
 Department of State**

10. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> Delete
NAME	PIRAK, KENNETH	
STREET ADDRESS	P.O. BOX 1373	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	DC	<input type="checkbox"/> Delete
NAME	RONNQUIST, EWA	
STREET ADDRESS	P.O. BOX 1931	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> Delete
NAME	COHEE, LISE L	
STREET ADDRESS	P.O. BOX 2714	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> Delete
NAME	FRASER, DEBORAH	
STREET ADDRESS	P.O. BOX 956	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE		<input type="checkbox"/> Delete
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Delete
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10

TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: **JIGNOCHIE RUCSEFCOHEE, SECRETARY**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6 FEB 2001 727-445-4309
 Date Daytime Phone #

CR2E037 (10/00)

2002 UNIFORM BUSINESS REPORT (UBR)

FILED
Feb 11, 2002 8:00 am
Secretary of State

02-11-2002 90131 015 *****70.00

0080372

DOCUMENT # F96000001900

1. Entity Name

FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATION, INC.

Principal Place of Business

Mailing Address

**VAN ENGELENWEG 21A
 P.O. BOX 3335
 CURACAO NETHERLANDS ANTILLES**

**PO BOX 899
 CLEARWATER FL 33757**

2. Principal Place of Business

3. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. FEI Number **98-0136014**

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**



DO NOT WRITE IN THIS SPACE

6. Name and Address of Current Registered Agent

7. Name and Address of New Registered Agent

**JOHNSON, PAUL B
 112 SOUTH MAGNOLIA AVE
 TAMPA FL 33606**

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

FILE NOW: FEE IS \$61.25

9. Election Campaign Financing Trust Fund Contribution.

\$5.00 May Be Added to Fees

Make Check Payable to Department of State

10. OFFICERS AND DIRECTORS

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10

TITLE Delete
 NAME **DC PIRAK, KENNETH**
 STREET ADDRESS **P.O. BOX 1373**
 CITY-ST-ZIP **CLEARWATER FL 33757**

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Delete
 NAME **DC RONNQUIST, EWA**
 STREET ADDRESS **P.O. BOX 1931**
 CITY-ST-ZIP **CLEARWATER FL 33757**

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Delete
 NAME **D COHEE, LISE L**
 STREET ADDRESS **P.O. BOX 2714**
 CITY-ST-ZIP **CLEARWATER FL 33757**

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Delete
 NAME **D FRASER, DEBORAH**
 STREET ADDRESS **P.O. BOX 956**
 CITY-ST-ZIP **CLEARWATER FL 33757**

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Delete
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Delete
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE Change Addition
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: **LISE COHEE RE SECRETARY** - LISE COHEE

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

727-445-4356
 Daytime Phone #

CR2E037 (9/01)

**2003 NOT-FOR-PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

FILED
Feb 17, 2003 8:00 am
Secretary of State

02-17-2003 90212 023 ****70.00

DOCUMENT # F96000001900



1. Entity Name
**FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADM
INISTRATIONS, INC.**

Principal Place of Business Mailing Address
**VAN ENGELENWEG 21A PO BOX 899
P.O. BOX 3335 CLEARWATER FL 33757
CURACAO NETHERLANDS ANTILLES**



CHECK HERE IF MAKING CHANGES

2. Principal Place of Business Suite, Apt. #, etc.
City & State
Zip Country

3. Mailing Address Suite, Apt. #, etc.
City & State
Zip Country

4. FEI Number **98-0136014** Applied For
Not Applicable

5. Certificate of Status Desired **\$8.75 Additional
Fee Required**

6. Name and Address of Current Registered Agent
**JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA FL 33606**

7. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

FILE NOW: FEE IS \$61.25

9. Election Campaign Financing
Trust Fund Contribution. **\$5.00** May Be
Added to Fees

**Make Check Payable to
Florida Department of State**

10. OFFICERS AND DIRECTORS

TITLE	DC	<input checked="" type="checkbox"/> Delete
NAME	PIRAK, KENNETH	
STREET ADDRESS	P.O. BOX 1373	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	DC	<input type="checkbox"/> Delete
NAME	RONNQUIST, EWA	
STREET ADDRESS	P.O. BOX 1931	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> Delete
NAME	COHEE, LISE L	
STREET ADDRESS	P.O. BOX 2714	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE	D	<input type="checkbox"/> Delete
NAME	FRASER, DEBORAH	
STREET ADDRESS	P.O. BOX 956	
CITY-ST-ZIP	CLEARWATER FL 33757	
TITLE		<input type="checkbox"/> Delete
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Delete
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10

TITLE	VICE-CHAIRMAN	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GEORGE PRAAG	
STREET ADDRESS	P.O. BOX 3335	
CITY-ST-ZIP	CURACAO, NETH. ANTILLES	
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRE USE COHEE 5 FEB 2003 727-445-4356
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #


CR2E037 (10/02)

**2004 NOT-FOR-PROFIT CORPORATION
ANNUAL REPORT**

FILED
Feb 03, 2004 08:00 AM
Secretary of State

DOCUMENT # F96000001900

1. Entity Name
**FOUNDATION INTERNATIONAL MEMBERSHIP
SERVICES ADMINISTRATIONS, INC.**



Principal Place of Business VAN ENGELENWEG 21A P.O. BOX 3335 CURACAO NETHERLANDS ANTILLES,	Mailing Address PO BOX 899 CLEARWATER, FL 33757
--	---



01092004 No Chg-NP CR2E037 (10/03)

DO NOT WRITE IN THIS SPACE

4. FEI Number 98-0136014	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent

**JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA, FL 33606**

**DO NOT WRITE
IN THIS SPACE**

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

Filing Fee is \$61.25 Due by May 1, 2004	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
---	---

10. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	DC RONNQUIST, EWA P.O. BOX 1931 CLEARWATER, FL 33757
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D COHEE, LISE L P.O. BOX 2714 CLEARWATER, FL 33757
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D FRASER, DEBORAH P.O. BOX 956 CLEARWATER, FL 33757
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V PRAAG, GEORGE PO BOX 3335 CURACAO NETH ANTILLES,
TITLE NAME STREET ADDRESS CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	

U00000030030
02/04/04-80091-015 70.00

**DO NOT WRITE
IN THIS SPACE**

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered

SIGNATURE: *Lise Cohee* **LISE COHEE** **13 Jan 04** **727-445-4356**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

2005 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

FILED
Jan 31, 2005
Secretary of State

DOCUMENT# F96000001900

Entity Name: FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS, INC.

Current Principal Place of Business:

VAN ENGELENWEG 21A
P.O. BOX 3335
CURACAO NETHERLANDS ANTILLES,

New Principal Place of Business:

210 SOUTH FORT HARRISON
CLEARWATER, FL 33756

Current Mailing Address:

PO BOX 899
CLEARWATER, FL 33757

New Mailing Address:

FEI Number: 98-0136014

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired (X)

Name and Address of Current Registered Agent:

JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA, FL 33606 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

OFFICERS AND DIRECTORS:

Title: DC () Delete
Name: RONNQUIST, EWA
Address: P.O. BOX 1931
City-St-Zip: CLEARWATER, FL 33757

Title: D () Delete
Name: COHEE, LISE L
Address: P.O. BOX 2714
City-St-Zip: CLEARWATER, FL 33757

Title: D () Delete
Name: FRASER, DEBORAH
Address: P.O. BOX 956
City-St-Zip: CLEARWATER, FL 33757

Title: V () Delete
Name: PRAAG, GEORGE
Address: PO BOX 3335
City-St-Zip: CURACAO NETH ANTILLES,

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: DC (X) Change () Addition
Name: MACDONALD, KARLEEN
Address: P.O. BOX 2251
City-St-Zip: CLEARWATER, FL 33757

Title: S (X) Change () Addition
Name: COHEE, LISE L
Address: P.O. BOX 2714
City-St-Zip: CLEARWATER, FL 33757

Title: T (X) Change () Addition
Name: FRASER, DEBORAH
Address: P.O. BOX 956
City-St-Zip: CLEARWATER, FL 33757

Title: V (X) Change () Addition
Name: PRAAG, GEORGE
Address: PO BOX 3335
City-St-Zip: CURACAO NETH ANTILLES, NE 34616

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: LISE COHEE

S

01/31/2005

Electronic Signature of Signing Officer or Director

_____ Date

2006 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

**FILED
Jan 10, 2006
Secretary of State**

DOCUMENT# F96000001900

Entity Name: FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS, INC.

Current Principal Place of Business:

210 SOUTH FORT HARRISON
CLEARWATER, FL 33756

New Principal Place of Business:

Current Mailing Address:

PO BOX 899
CLEARWATER, FL 33757

New Mailing Address:

FEI Number: 98-0136014 **FEI Number Applied For ()** **FEI Number Not Applicable ()** **Certificate of Status Desired (X)**

Name and Address of Current Registered Agent:

JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA, FL 33606 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

OFFICERS AND DIRECTORS:

Title: DC () Delete
Name: MACDONALD, KARLEEN
Address: P.O. BOX 2251
City-St-Zip: CLEARWATER, FL 33757

Title: S () Delete
Name: COHEE, LISE L
Address: P.O. BOX 2714
City-St-Zip: CLEARWATER, FL 33757

Title: T () Delete
Name: FRASER, DEBORAH
Address: P.O. BOX 956
City-St-Zip: CLEARWATER, FL 33757

Title: V () Delete
Name: PRAAG, GEORGE
Address: PO BOX 3335
City-St-Zip: CURACAO NETH ANTILLES, NE 34616

Title: () Delete
Name:
Address:
City-St-Zip:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: D () Change (X) Addition
Name: MACMAHON, TERENCE
Address: PO BOX 1230
City-St-Zip: CLEARWATER, FL 33757

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: LISE COHEE

S

01/10/2006

Electronic Signature of Signing Officer or Director

_____ Date

2007 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

FILED
Jan 29, 2007
Secretary of State

DOCUMENT# F96000001900

Entity Name: FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS, INC.

Current Principal Place of Business:

210 SOUTH FORT HARRISON
CLEARWATER, FL 33756

New Principal Place of Business:

Current Mailing Address:

PO BOX 899
CLEARWATER, FL 33757

New Mailing Address:

FEI Number: 98-0136014

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired (X)

Name and Address of Current Registered Agent:

JOHNSON, PAUL B
112 SOUTH MAGNOLIA AVE
TAMPA, FL 33606 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

OFFICERS AND DIRECTORS:

Title: DC (X) Delete
Name: MACDONALD, KARLEEN
Address: P.O. BOX 2251
City-St-Zip: CLEARWATER, FL 33757

Title: S (X) Delete
Name: COHEE, LISE L
Address: P.O. BOX 2714
City-St-Zip: CLEARWATER, FL 33757

Title: T () Delete
Name: FRASER, DEBORAH
Address: P.O. BOX 956
City-St-Zip: CLEARWATER, FL 33757

Title: V () Delete
Name: PRAAG, GEORGE
Address: PO BOX 3335
City-St-Zip: CURACAO NETH ANTILLES, NE 34616

Title: D () Delete
Name: MACMAHON, TERENCE
Address: PO BOX 1230
City-St-Zip: CLEARWATER, FL 33757

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: DEBORAH FRASER

T

01/29/2007

Electronic Signature of Signing Officer or Director

_____ Date

F96000001900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

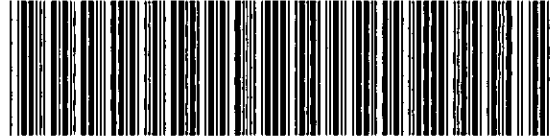
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Gave OK to correct current name.



400108578174

08/28/07--01004--020 **52.50

FILED
07 AUG 28 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend +
NIC
JG*

ZUCKERT SCOUTT & RASENBERGER, L.L.P.

ATTORNEYS AT LAW

888 Seventeenth Street, NW, Washington, DC 20006-3309
Telephone [202] 298-8660 Fax [202] 342-0683
www.zsrlaw.com

JAMES A. HARRIS

DIRECT DIAL (202) 973-7911
jaharris@zsrlaw.com

August 23, 2007

BY MAIL

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

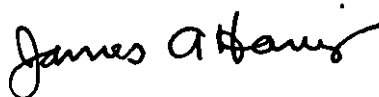
**Re: Foundation International Membership Services Administrations,
File No. F96000001900, renamed IAS Administrations, Inc.**

Dear Sir or Madam:

Please find enclosed the Amendment to Application for Conducting Affairs in Florida for the above-named non-profit corporation reflecting changes of (1) its name (from Foundation International Membership Services Administrations to IAS Administrations, Inc.) and (2) its jurisdiction of incorporation (from the Netherlands Antilles to Delaware, USA). Also enclosed are certified copies of the Delaware Certificate of Domestication and Delaware Certificate of Incorporation that accomplished the change of name and domicile. Finally, enclosed is a check in the amount of \$52.50 in payment of the filing fee and fee for a certificate of filing and certificate of status.

Please contact me directly if you have any questions or concerns about these documents.

Sincerely,



James A. Harris

Enclosures

cc: IAS Administrations
Paul B. Johnson, Registered Agent

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Foundation Membership Services Administrations, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F96000001900

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James A. Harris

(Name of Contact Person)

Zuckert, Scoutt & Rasenberger, LLP

(Firm/Company)

888 Seventeenth Street, N.W.

(Address)

Washington, D.C. 20006

(City/State and Zip Code)

For further information concerning this matter, please call:

James A. Harris

(Name of Contact Person)

at (**202**) **973-7911**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F96000001900

(Document Number of Corporation (If known))

07 AUG 28 PM 4:24
FILED
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

1. International
^
Foundation Membership Services Administrations, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Netherlands Antilles

(Incorporated under laws of)

3. 16 April 1996

(Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7 August 2007

5. IAS Administrations, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

Delaware, USA

(New jurisdiction)

7 August 2007

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

N/A

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Deborah Fraser

(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Deborah Fraser

(Typed or printed name of the person signing)

Chairman

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IAS ADMINISTRATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4403218 8300

070899559



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5908860

DATE: 08-07-07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IAS ADMINISTRATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

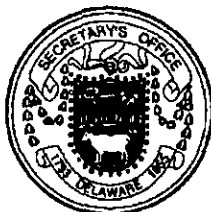
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF DOMESTICATION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 12:58 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 12:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "IAS ADMINISTRATIONS, INC.".

4403218 8100H
070899559



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5908857

DATE: 08-07-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 08/07/2007
FILED 12:58 PM 08/07/2007
SRV 070897278 - 4403218 FILE

STATE OF DELAWARE
CERTIFICATION OF DOMESTICATION
FROM A NON-UNITED STATES ENTITY
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 388 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The Non-United States Entity was first formed in the Netherlands Antilles as a foundation on August 18, 1993.
2. The name of the Non-United States Corporation immediately prior to filing this certificate is "Foundation International Membership Services Administrations."
3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with section 388(b) of the Delaware General Corporation Law is "IAS Administrations, Inc."
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States Entity or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of corporate domestication, was the Netherlands Antilles.
5. The domestication of the non-United States Entity has been approved in the manner provided for by its Articles of Incorporation and Bylaws as well as by applicable Netherlands Antilles law.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the domesticating Non-United States Corporation, has executed this certificate on the 6th day of August, A.D. 2007.

By: Deborah Fraser

Deborah Fraser

Name: _____

Print or type

Chairman

Title: _____

Print or type

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 08/07/2007
FILED 12:58 PM 08/07/2007
SRV 070897278 - 4403218 FILE

CERTIFICATE OF INCORPORATION

OF

IAS ADMINISTRATIONS, INC.

- FIRST.** The name of the corporation (hereinafter called the "Corporation") is IAS Administrations, Inc.
- SECOND.** The registered office of the Corporation in the State of Delaware shall be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, U.S. Zip Code 19801. The Registered Agent in charge thereof is The Corporation Trust Company.
- THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware including, but not limited to, soliciting and receiving funds and applying the principal and income thereof exclusively for charitable, educational, religious, and/or scientific purposes described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law (the "Code"), provided, always, that the Corporation shall never have or exercise any objects or purposes except such as in law be deemed charitable, educational, religious and/or scientific within the meaning of Section 501(c)(3) of the Code. This Corporation shall be a nonprofit Corporation, and the Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- FOURTH.** The Corporation is not authorized to issue capital stock and shall have no members.
- FIFTH.** The name and address of the incorporator is as follows:

Deborah Fraser
1311 N. New Hampshire Ave.
Los Angeles, CA 90028
- SIXTH.** The names and addresses of the initial directors are as follows:

Deborah Fraser 1311 N. New Hampshire Ave. Los Angeles, CA 90028	Terrence MacMahon 1311 N. New Hampshire Ave. Los Angeles, CA 90028
George Praag P.O. Box 3335 Curacao, Netherlands Antilles NE 34626	Carole Warren 1311 N. New Hampshire Ave. Los Angeles, CA 90028

- SEVENTH.** No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.
- EIGHTH.** The affairs of the Corporation are to be managed by the Board of Directors. The number of directors, their qualifications and the manner in which they shall be appointed or elected shall be provided in the Bylaws.
- NINTH.** Except as provided herein, the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. The books of the Corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or the Bylaws.
- TENTH.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Section 501(c)(3) of the Code purposes. 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 and distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- ELEVENTH.** 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.
- TWELFTH.** Upon the dissolution of the Corporation or the winding up of its affairs, and after payment or adequate provision is made for its debts and obligations, the remaining assets of the Corporation shall be distributed to one or more organizations described in Section 170(b)(1)(A) (other than in clause (vii) and (viii) thereof) and Section 501(c)(3) of the Code as selected by the Board of Directors.

Dated: August 6, 2007


Deborah Fraser