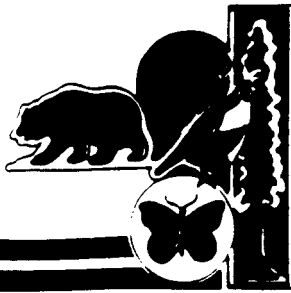




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State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV - 4 1991



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
DIANETICS FOUNDATION INTERNATIONAL

1810188
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
NOV 4 1991
MARCH FONG EU, Secretary of State

ARTICLE ONE

Name of the Corporation

The name of the corporation shall be DIANETICS FOUNDATION INTERNATIONAL.

ARTICLE TWO

Duration of the Corporation

The period of the Corporation's duration is perpetual.

ARTICLE THREE

Purpose of the Corporation

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Specifically, the corporation is organized to operate exclusively for the charitable purposes, including the betterment of mankind through the application of the philosophy and techniques developed by L. Ron Hubbard.

ARTICLE FOUR

Limitations on the Corporation's Powers

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification

under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the law of the United States, the State of California, or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in 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.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.

H. All references contained in these Articles to the Internal Revenue Code of 1986, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1986, and the Regulations established thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they may now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

ARTICLE FIVE

Disposition of the Corporation's Assets on Dissolution

Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code organized and operated exclusively for charitable and educational purposes.

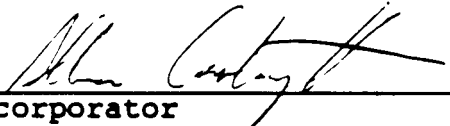
ARTICLE SIX

Initial Agent for Service of Process

The name and address in this state of the corporation's initial agent for service of process is

Timothy Bowles
6255 Sunset Blvd.
Los Angeles, Calif. 90028

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation in duplicate on this 29th day of October 1991.



Incorporator