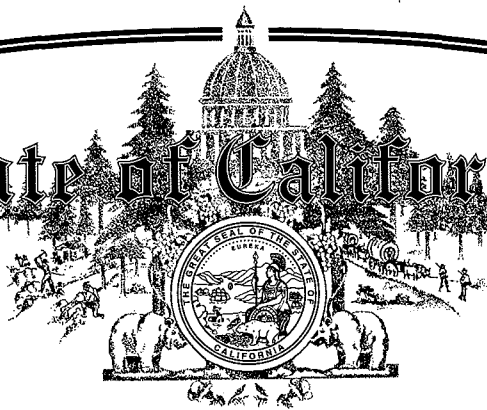


State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

JUL 19 2003



Kevin Shelley
Secretary of State

2544311

**ARTICLES OF INCORPORATION
OF
TEAM PRIDE, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 15 2003

KEVIN SHELLEY
Secretary of State

I. Name

The name of this corporation is: Team PRIDE, Inc. ("Corporation").

II. Purpose

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 public and charitable purposes. The general purposes for which the Corporation is organized and operated are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) ("Code"). Despite any other provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purposes of the Corporation are to combat juvenile delinquency, eliminate prejudice and discrimination, promote educational accomplishment, reduce substance abuse, relieve the poor and distressed, lessen the burdens of government, and perform other charitable and educational activities associated with these purposes as permitted by law.

III. Agent

The name and address in the State of California of the Corporation's initial agent for service of process is:

Jordan Schreiber
48 Haight Street #2
San Francisco, CA 94102

IV. Restriction on Activities


The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V. Non-inurement and Dissolution

The property of the Corporation is irrevocably dedicated to the purposes set forth in Article II. No part of the net income or assets of the Corporation shall ever inure to the benefit of its directors, officers or members or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, after paying or adequately providing for the payment of all the debts, obligations and liabilities of the Corporation, the Corporation's assets shall be distributed to one or more organizations which are organized and operated exclusively for charitable purposes and which then shall be organizations described in Code Section 501(c)(3) as shall be selected by the board of directors of the Corporation.

For purposes of forming the Corporation under the laws of the State of California, the undersigned incorporator has executed these Articles of Incorporation on July 14, 2003.


Kevin Lee, Incorporator

