ARTICLES OF INCORPORATION

OF

TECHNOLOGY AFFINITY GROUP, INC. ("TAG")

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is TECHNOLOGY AFFINITY GROUP, INC. ("TAG") (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office of the Corporation shall be c/o Mr. Jorge Martinez, John S. and James L. Knight Foundation, Wachovia Financial Center, Suite 3300, 200 South Biscayne Boulevard, Miami, Florida 33131-2349, and the mailing address shall be c/o Lisa Dill Pool, 23 Briar Road, Wayne, PA 19087.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 150 SE 2nd Avenue, Suite 709, Miami, Florida 33131 and the name of the initial registered agent at that address is Roderick N. Petrey.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This Corporation is formed:

(1) exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, to have and exercise all rights and powers in furtherance of its purposes as are or may
hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 payment and distribution in furtherance of the purposes set forth above. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publishing of or distributing of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law

ARTICLE V
MEMBERSHIP

This Corporation’s members shall be organizations, not individuals, who qualify as organizations that have a connection to a foundation, a not for profit organization, or a not for profit sector technology provider organization. The requirements, classes, duties and privileges of membership shall be specified in the Bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The number of directors shall not be less than three (3) persons as required by Florida law, but shall otherwise be fixed in the Bylaws of the Corporation. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

Timothy Dechant
W. K. Kellogg Foundation
One Michigan Avenue East
Battle Creek, MI 49017
Robert Lukitsch
The McCune Foundation
750 Six PPG Place
Pittsburgh, PA 15222

David Binder
Robert Wood Johnson Foundation
College Road East and Route 1
Princeton, NJ 08543

Mark Bolgiano
Council on Foundations
1828 L Street, Suite 300
Washington, DC 20036

Marla Bolotsky
The Arlington Group
1750 Old Meadow Road, Suite 200
McLean, VA 22102

Gavin Clabaugh
Charles Stewart Mott Foundation
Mott Foundation Building
503 S. Saginaw Street, Suite 1200
Flint, MI 48502

Deborah Close
Doris Duke Charitable Foundation
650 5th Avenue, 19th Floor
New York, NY 10019

Thomas Nall
Houston Endowment, Inc.
600 Travis, Suite 6400
Houston, TX 77002-3003

Craig Nuechterlein
Greater Milwaukee Foundation
1020 N Broadway
Milwaukee, WI 53012

Emeritus Board Members

Jorge Martinez
ARTICLE VII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the termination, dissolution or winding up of this Corporation in any manner for any reason, its assets, if any, remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation, as determined by the Board of Directors, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

DURATION

The Corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

A two-thirds vote of the Board of Directors present in person at a meeting of the Board may amend the Articles of Incorporation.

ARTICLE X

BYLAWS
The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a two-thirds vote of the Board of Directors present in person at a meeting of the Board.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

Roderick N. Petrey, Esq.
150 SE 2nd Avenue, Suite 709
Miami, Florida 33131.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this ____ day of ____________, 2006.

___________________________________
Roderick N. Petrey, Incorporator
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That TECHNOLOGY AFFINITY GROUP, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at John S. and James L. Knight Foundation, Wachovia Financial Center, Suite 3300, 200 South Biscayne Boulevard, City of Miami, County of Miami-Dade, State of Florida 33131, has named Roderick N. Petrey, whose address is 150 SE 2nd Avenue, Suite 709, City of Miami, County of Miami-Dade, State of Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

Roderick N. Petrey, Registered Agent