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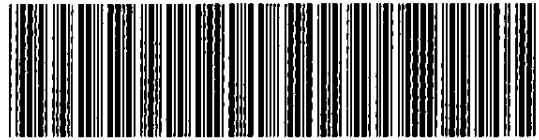
(Business Entity Name)

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09 MAR -9 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

VH

DAVID S. WILLIG, CHARTERED

Attorney at Law
and Florida Civil-Law Notary

2837 SW 3rd Avenue
Miami, FL 33129

Tel. (305) 860-1881
Fax (305) 860-1882.

February 25, 2009

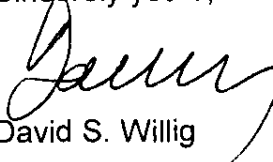
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re : Wargneau Eloi Foundation, Inc.

Please find enclosed an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above named corporation, along with a check in the amount of \$87.50 to cover the filing fee and registered agent designation fee, as well as certified copy and certificate of status.

After filing, please return a date-stamped copy of the Articles in the enclosed stamped, self-addressed envelope. Thank you for your attention to this matter.

Sincerely yours,



David S. Willig

enclosures

DAVID S. WILLIG, CHARTERED

Attorney at Law

2837 S.W. 3rd AVENUE
Miami, FL 33129

Tel. (305) 860-1881
Fax (305) 860-1882

FACSIMILE TRANSMISSION COVERSHEET

Date: March 9, 2009

To: Division of Corporations

Attn: Valerie

Fax #: 850-245-6804

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Comments:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Wagneau Eloï Foundation, Inc.

A Florida Corporation Not for Profit

The undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida do hereby certify:

First: The name of the Corporation shall be **Wagneau Eloï Foundation, Inc.**

Second: The street address of the initial principal office and the mailing address of the corporation shall be 701 Brickell Avenue - Suite 1550, Miami, Florida 33131.

Third: This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The method of the election of Directors shall be stated in the By-Laws.

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in article Third hereof. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall

Seventh: The Incorporator is David S. Willig, whose business address is 2837 SW 3rd AVE, Miami, FL 33129.

In witness whereof, I have hereunto subscribed my name this 20th day of February, 2009


Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is: Wagneau Eloi Foundation, Inc.
2. The name and address of the registered agent and office is:

David S. Willig
2837 SW 3 AVE
Miami, Florida 33129

Signature

(corporate officer)

Title

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOBE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date