



N 96000000826
APHEC INTERNATIONAL, INC.

ANNA PIERRE HEALTH EDUCATION CENTER

P.O.Box 640981, Miami, Florida. 33164-0981
Phone: 305-770-0150 Fax: 305-654-8476
Email: aphec@netscape.net

April 6, 2000

Good Morning Ms Payne,
As per our phone conversation this is the document.
I sent 2 copies - one for you, one for me. The amended articles are featured. I thank you for your prompt attention.

Sincerely,

Anna L. Pierre, RN, MPH
NIC + AME

FILED
00 APR 10 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600003201606--9
-04/10/00-01002-016
****35.00 ****35.00

S. PAYNE APR 10 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 28, 2000

Aphec, International, Inc.
P.O. 64098
Miami, FL 33164-0981

SUBJECT: APHEC, INTERNATIONAL, INC.
Ref. Number: N9600000826

We have received your document for APHEC, INTERNATIONAL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The name of the corporation as filed in the original articles of incorporation is as listed above APHEC, INTERNATIONAL, INC. You must reflect this name in your amendment. If you want to change the name to be APHEC INTERNATIONAL, INC. you may amend it to read as such.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 400A00016935

ARTICLES OF AMENDMENT

FILED

to

00 APR 10 PM 2:59

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

APHEC, INTERNATIONAL, INC
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

- ARTICLE I, AMENDED
- ARTICLE II, AMENDED
- ARTICLE III, AMENDED
- ARTICLE IV, AMENDED
- ARTICLE V, AMENDED
- ARTICLE VI, AMENDED
- ARTICLE VII, AMENDED
- ARTICLE VIII, AMENDED
- ARTICLE IX, AMENDED
- ARTICLE X, AMENDED

SECOND: The date of adoption of the amendment(s) was: 3/14/00

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

APHEC INTERNATIONAL, INC
Corporation Name

Anna L. Pierre
Signature of Chairman, Vice Chairman, President or other officer

ANNA L. PIERRE
Typed or printed name

PRESIDENT
Title

3/22/00
Date

AMENDED ARTICLES OF INCORPORATION

OF

APHEC INTERNATIONAL, INC.

ARTICLE I

The name of this corporation is:

APHEC INTERNATIONAL, INC.

ARTICLE II

The term for which this corporation shall exist, shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To foster, support, and engage in activities relative to socioeconomic development, progress and ideals, including any and all activities which are lawful and appropriate in accordance with the laws of the State of Florida. The organization shall engage in activities and programs that serve the Haitian communities in the United States and Haiti. The organization shall also serve other minority ethnic groups in the United States. The programs shall promote socioeconomic and human development, mutual understanding, and public service in countries where the Board of Directors shall deem appropriate.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business of powers, or any part thereof; provided, that the same be consistent with the laws under which this corporation is organized.

ARTICLE IV

The purposes for which the APHEC INTERNATIONAL, INC. is organized are

exclusively charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

In pursuit of its goals, the organization shall establish the following objectives:

- 1) To disseminate information about HIV/AIDS, and educate the minority communities about other public health diseases through radio, TV, flyers, workshops, music, plays, and street outreach;
- 2) To organize two health fairs per year for South Florida's minority communities;
- 3) To organize activities which will serve to educate minority communities about diseases especially, HIV/AIDS;
- 4) To prevent the spread of HIV/AIDS and other public health diseases through effective community education in different ethnic languages;
- 5) To develop programs which will positively affect peoples' way of living thereby changing their behaviors;
- 6) To network with other community-based organizations that believe in the need to fight for the eradication of HIV/AIDS and other public health diseases.

ARTICLE V

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization,

contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

Members shall qualify for admission, and shall be admitted as members, in accordance with the by-laws of this corporation. A two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors. Annually, during the month of December, the membership shall elect, from among those nominees previously approved by the Executive Committee of the Board, those members receiving the highest number of votes as there are vacancies.

ARTICLE VII

The street address of the registered office of this corporation is:

280 NE 172nd Street, North Miami Beach, Florida 33162

ARTICLE VIII

This corporation shall have as directors those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than seven (7) nor more than twenty one (21). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anna L. Pierre, President	280 NE 172 nd Street, North Miami Beach, FL 33162
Herman Velasco, First Vice President	19021 S. St. Andrews Drive, Hialeah, FL 33015
Marie Lubin, Second Vice President	19810 NW 38 th Place, Carol City, FL 33055
Don West, Treasurer	1170 NE 110 th Terrace, Miami, Florida 33161
Emmanuel Toussaint, Ass't Treasurer	1735 NW 134 th Street, Miami, Florida 33161
Telsa Henlon, Secretary	1821 SW 124 th Way, Miramar, Florida 33027
Tanya Milhomme, Assistant Secretary	621 NE 165 th Street, North Miami, FL 33162

ARTICLE IX

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the next election are as follows:

Anna L. Pierre, President 280 NE 172nd Street, North Miami Beach, Florida 33162
Herman Velasco, First Vice President 19021 S. St. Andrews Drive, Hialeah, FL 33015
Marie Lubin, Second Vice President 19810 NW 38th Place, Carol City, FL 33055
Don West, Treasurer 1170 NE 110th Terrace, Miami, Florida 33161
Emmanuel Toussaint, Ass't Treasurer 1735 NW 134th Street, Miami, Florida 33161
Telsa Henlon, Secretary 1821 SW 124th Way, Miramar, Florida 33027
Tanya Milhomme, Assistant Secretary 621 NE 165th Street, North Miami, FL 33162

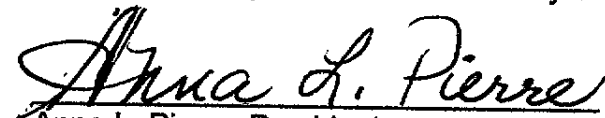
ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or 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 the Court of Common Pleas 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 determine, which are organized and operated exclusively for such purposes.

The name and address of the person signing these Amended Articles is:

Anna L. Pierre, 280 NE 172nd Street, North Miami Beach, Florida 33162


IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended Articles of Incorporation this 22nd day of March 2000


Anna L. Pierre, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

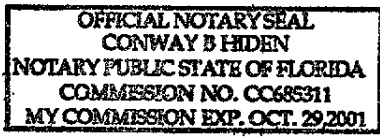
BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: Anna Pierre, known to me and known by me to be the person who executed the foregoing Amended Articles of Incorporation, and she acknowledged before me that she executed these Amended Articles of Incorporation.

The foregoing instrument was acknowledged before me this 22nd day of March, 2000, by Anna L. Pierre, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE (type of identification) as identification.



NOTARY PUBLIC - STATE OF FLORIDA
Conway B. Hiden

Printed name of notary



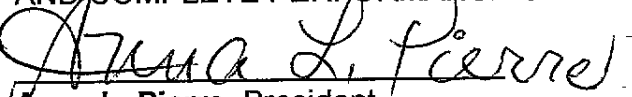
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT, **APHEC INTERNATIONAL, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 280 NE 172nd Street, North Miami Beach, Florida 33162, HAS NAMED; **Anna L. Pierre** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.



Anna L. Pierre, President

March 22, 2000
DATE