



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 MAY 24 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 1996

JOSEPH IRVING ELIZEE
1040 NE 85TH ST
MIAMI, FL 33138

SUBJECT: MOTION, INC.
Ref. Number: W96000010420

We have received your document for MOTION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 796A00024348

ARTICLES OF INCORPORATION
OF

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CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 617, do hereby adopt the following Articles of corporation:

ARTICLE I NAME AND ADDRESS

The name of the Corporation is : *MOTION OF SOUTH SEA INC*
The principal office in a *CHARITABLE NON-PROFIT ORGANIZATION* Miami, Florida. *1040 NE 85 street, MIAMI, FLA 33138*

ARTICLE II - DURATION

The duration of the Corporation is perpetual

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be Incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. *TO CONDUCT HUMANITARIAN ACTIVITIES IN THE REGION OF MOLE ST NICOLAS IN HAITI. ALSO TO PROMOTE ENVIRONMENT CONSERVATION AND PRESERVATION.*

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is , Miami, Florida 33 and the name of its Initial agent at that address is

JOSEPH IRVING ELIZÉE
1040 NE 85 street
Miami, Fla. 33138

5) MARGUERITE E. MOMPRIER

BOARD MEMBERS ARE APPOINTED IN ACCORDANCE WITH BY-LAWS.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of directors constituting the Initial Board of Directors in . The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one or more than 5 . The name and address of each Initial Director of the corporation is as follows:

- 1) JOSEPH IRVING ELIZEE - 1040 NE 85 St. MIAMI - FLA. 33138
- 2) JOSEPHINE ELIZEE - LEGROS - 7620 SW 128 AVE - MIAMI. FLA. 33183.
- 3) MARC JULIO ELIZEE - 2885 Albation Dr. Cooper City - FLA. 33026
- 4) ALPHONSE FRITZ ST FLEUR - 140 NW 125 St. MIA. Fla. 33168

ARTICLE VI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned have these Articles of Incorporation on this 6 day of MAY, 1996.

Joseph Elizee
Incorporator

STATE OF FLORIDA)

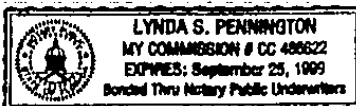
COUNTY DADE)

BEFORE me personally appeared Joseph Irving Elizee to me well known and know to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of May, 1996.

Lynda S Pennington
Notary Public, State
of Florida at Large

My Commission Expires:



ACCEPTANCE BY DESIGNATION

The undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby 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.

JOSEPH IRVING ELIZÉE
Joseph Elizee
Name

Date: V-6, 1996

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56 MAY 24 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N96000002781

September 26, 1996

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MOTION OF SOUTH FLORIDA INC. / CORPORATION # N96000002781
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION INC.

Enclosed please find a request for Articles of Amendment to Articles of Incorporation Inc. for the undersigned Florida nonprofit corporation. Please forward all correspondence to the following address:

MOTION OF SOUTH FLORIDA INC.
c/o Marc Julio Elizee
2885 Albatross Drive
Cooper City, Florida 33026

If you should require additional information, please feel free to call us at (954) 433-0096.

Thank you,

MJE
Marc Julio Elizee
Treasurer

Marc Elizee GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corpo Name
DATE 10/3/96
DOC. EXAM Linda

Completed - 9/26/96
Linda

10/27/96

*Mr. Elizee called
what he wants is
a cc of the articles
as amended to date.*

96 OCT - 1 AM 11:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
96 OCT -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOTION OF SOUTH FLA INC.

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 III - PURPOSE

ADDED THE FOLLOWING PROVISIONS (See attached article of Incorporation Amendment)

ARTICLE V- INITIAL BOARD OF DIRECTORS

DELETE THE NAME OF: MARGUERITE E. MOMPREMIER

ADDED THE NAME OF: CHRISTINE DESIR ADE
150 N.W. 128th STREET
Miami, Florida 33168

SECOND: The date of adoption of the amendment(s) was: 09-26-96

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.

MOTION OF SOUTH FLA INC.

Corporation Name

Irving Elizee

Signature of Chairman, Vice Chairman, President or other officer

JOSEPH IRVING ELIZEE, Chairman

Typed or printed name

CHAIRMAN 09/26/96
Title Date

ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION

ARTICLE III / D - PURPOSE

ADDED TO INCLUDE THE ^{following} FOLLOWING PROVISIONS:

This is to certify that MOTION OF SOUTH FLORIDA INC. ^{including, for such purposes, the making of distributions to organizations} is organized exclusively for charitable purposes, that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 (c) (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 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Joseph Irving Elizee
Joseph Irving Elizee

CHAIRMAN 9/26/96
Title Date