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FROM
 3 FL HOTEL & PENSION
 CULINARY EMPLOYEE WELFARE FUND
 4349 N W 36TH STREET
 MIAMI FL 33166
 KATHRYN D'ARCY (305) 862-8262

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1. _____ (Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 JUN 29 AM 11:50
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

B. BROCK JUL 1 1999

Examiner's Initials _____

ARTICLES OF INCORPORATION

OF

Miami Carnival, Inc.

(a corporation not for profit)

FILED
99 JUN 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. NAME.

The name of this corporation is

Miami Carnival, Inc.

2. PURPOSES.

(a) This corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific, cultural and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

(i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

(iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(v) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options (covered or uncovered), maintaining a special subscription account and dealing in commodities; and

(vi) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(vii) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private

individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. MEMBERS.

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-One (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-laws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting

members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

4. TERM OF EXISTENCE.

This corporation shall exist perpetually.

5. ADDRESS.

The street address of the initial principal office and mailing address of the Corporation is 18425 N.W. 2nd Avenue, Suite 335, Miami, Florida 33169.

6. DIRECTORS.

This corporation shall have twelve (12) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Carl Assam
1219 Fairlake Trace #918
Weston, FL 33326

Joan Ragoonan
18715 N.W. 10th Court
Miami, FL 33169

Ruthven Williams
18425 N.W. 2nd Avenue
Suite 335
Miami, FL 33169

Kathryn D'Arcy
210 - 174 Street, Apt. 1407
Sunny Isles Beach, FL 33160

Aldwyn Thomas
18425 N.W. 2nd Avenue
Suite 335
Miami, FL 33169

Sidney Roberts
5738 N.W. 194 Street
Miami Lakes, FL 33015

Desmond Worrell
20240 N.W. 27th Ct.
Miami, FL 33056

Raymond Luke
3522 Farragut Road
Brooklyn, NY 11210

Marlon Hill
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133

Vincent Lila
216 Kingston Avenue
Brooklyn, NY 11213

Francis Ragoo
1130 N.E. 201 Terrace
Miami, FL 33179

Selman Lewis
210 - 174 Street, Apt. 1407
Sunny Isles Beach, FL 33160

Successors shall be elected pursuant to the By-laws of the corporation.

7. NAME AND ADDRESS OF INCORPORATOR.

The name and address of the Incorporator of this corporation is Marlon A. Hill, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.


8. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Kathryn D'Arcy, 210-174th Street, Unit 1407, Miami Beach, Florida 33160.

9. BY-LAWS.

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 17TH day of May, 1999.

By: 
Marlon A. Hill, Esq.
Incorporator

CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

Miami Carnival, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 18425 N.W. 2nd Avenue, Suite 335, Miami, Florida 33169, has named Kathryn D'Arcy, 210-174th Street, Unit 1407, Miami Beach, Florida 33160, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Kathryn D'Arcy hereby states that it is familiar with, and accepts, the obligations of such appointment.

Date: May 17, 1999

Kathryn D'Arcy,
Registered Agent

By: *KD'Arcy*
Kathryn D'Arcy

FILED
99 JUN 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA