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September 29, 1999

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*****87.50 *****87.50

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

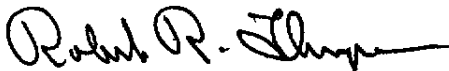
RE: THE ORFILIA PROJECTS, INC.
- A Proposed Florida Nonprofit Corporation

Dear Sir or Madam:

Enclosed are three (3) originally executed copies of articles of incorporation and our client's check in the amount of \$87.50 (covering the filing fee-\$35.00; designation of registered agent-\$35.00; certified copies (2)-\$17.50).

Many thanks.

Very truly yours,



Robert R. Thompson, J.D.

RRT:pt
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 PM 1:51

FILED

10/05/99
T.B.

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99 SEP 24 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: THE ORFILIA PROJECTS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
5 Island Avenue, #5-F
Miami Beach, FL 33139

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):
This corporation is organized as a nonprofit corporation to exclusively receive and administer funds for charitable, education, and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(3).

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is: This is a directorship corporation and the sole members of the corporation are its board of directors, and all members of the board of directors are elected by the majority vote of the directors.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
GUS GARDELLINI, 5 Island Avenue, #5-F, Miami Beach, FL 33139

ARTICLE VI DISSOLUTION

Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

ARTICLE VII IMMUNITY

Pursuant to the Florida Nonprofit Act:

An officer or director of a nonprofit organization recognized under §501(c)(3) or §501(c)(4) or §501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under §501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

(a) The officer or director breached or failed to perform his or her duties as an officer or director; and

(b) The officer's or directors breach of, or failure to perform his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE VIII VARIOUS

A. The property of this corporation is irrevocably dedicated to tax exempt purposes under said §501(c)(3) as described herein and no part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

- C. This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §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 IX INCORPORATOR

The **name and address** of the Incorporator to these Article of Incorporation are:
GUS GARDELLINI, 5 Island Avenue, #5-F, Miami Beach, FL 33139

Gus Gardellini
Signature/Incorporator

23 SEP 99
Date

Having been named as registered agent and to accept service of process for the above 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.

Gus Gardellini
Signature/Registered Agent

23 SEP 99
Date