

Steps Toward Success, Inc.

In partnership with the Dade County Legal Aid Society

Providing Comprehensive No Cost Legal Services for Low Income Business Owners

123. N.W. First Avenue, Miami, Florida 33128

Telephone (305) 579-5733 ext. 2251

FAX (305) 372-7693

N000000001117

Executive Director, Russell Jacobs

February 25, 2000

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

RE: Amendment to Articles of Incorporation for:
WORLD AFRICAN TRADITIONAL ARTS CORP
Charter No. N00000001117

To Whom It May Concern:

Enclosed please find one original and one copy of the authorized Articles of Amendment for the above-referenced corporation. Kindly file the original and return a copy to me as legal representative for the corporation's records.

Also, please find money order # 94883195341 in the amount of \$35.00 for the amendment to the Certificate of Incorporation.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,


Russell Jacobs, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -3 PM 1:08

Amend
LJS
3-23-2000

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123 N.W. First Avenue, Miami, Florida 33128

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Executive Director, Russell Jacobs

March 15, 2000

LOUISE JACKSON – PERSONAL & CONFIDENTIAL

Division of Corporations

Department of State

P.O. Box 6327

Tallahassee, Florida 32314

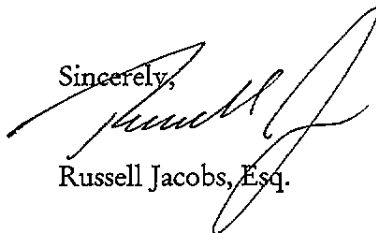
RE: Amendment to Articles of Incorporation for:
WORLD AFRICAN TRADITIONAL ARTS CORP
Charter No. N00000001117

Dear Ms. Jackson:

As discussed via telephone, enclosed please find one original and one copy of the first page of the authorized Articles of Amendment for the above-referenced corporation as well as the statement of the registered agent. Kindly file the original and return a copy to me as legal representative for the corporation's records.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Russell Jacobs, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WORLD AFRICAN TRADITIONAL ARTS CORP
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following amendment to the Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation is WORLD AFRICAN TRADITIONAL ARTS CORP, Charter No. N00000001117 hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1755 Calais Drive, #3, Miami Beach, Florida 33141.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1755 Calais Drive, #3, Miami Beach, Florida, 33141; and BRENDA JORDAN, is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of THREE (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. The following persons shall constitute the initial Board of Directors:

BRENDA JORDAN, SHARON BREWINGTON, AND DIEGO STUPINAN

ARTICLE IX: OFFICERS

The officers of the Corporation shall be an Executive Director, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets 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 which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I, BRENDA JORDAN, the undersigned Director of WORLD AFRICAN TRADITIONAL ARTS CORP., have affixed my signature thereto on this 25TH day of February, 2000, and acknowledged the same to be my act indicating that these Articles of Amendment were duly adopted by the Board of Directors on 25TH day of Feb., 2000. I certify that there are no members in this Corporation and therefore only the Board of Directors were entitled to vote on the matter.

Brenda Jordan
BRENDA JORDAN, DIRECTOR

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 25th day of February, 2000, by BRENDA JORDAN, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.


Russell Jacobs
My Commission CC848019
Expires June 13, 2003

NOTARY PUBLIC:

SIGN: [Signature]

PRINT: _____

STATE OF FLORIDA AT LARGE

 Russell Jacobs
My Commission CC848019
Expires June 13, 2003

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That WORLD AFRICAN TRADITIONAL ARTS CORP. desiring to organize under the laws of the State of Florida with its principal office at 1755 Calais Drive, Apt. 3, Miami Beach Florida 33141, as indicated in the Articles of Incorporation at City of MIAMI BEACH, County of MIAMI-DADE, State of FLORIDA, has named BRENDA JORDAN, located at 1755 Calais Drive, in the City of MIAMI BEACH, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Brenda Jordan
BRENDA JORDAN

DATED: 3-15-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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