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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply To: St. Petersburg Office

St. Petersburg Office:

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June 28, 2000

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

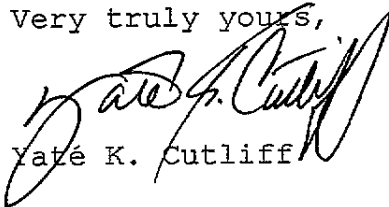
Re: Incorporation of
COHOLO, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$78.75, for the filing, and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (727) 827-3671.

Very truly yours,


Yate K. Cutliff

PH 7/6/00

ARTICLES OF INCORPORATION

FOR

COHOLO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being citizens of the United States, desiring to form a Non-Profit Corporation acting as Incorporators of a not for profit corporation pursuant to chapter 617, Florida Statutes adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

COHOLO, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be located in the City of St. Petersburg, Pinellas County.

The street and mailing address of this corporation shall be:
5045 Sunrise Dr. South, St. Petersburg FL 33705.

ARTICLE III PURPOSE

The Corporation's purpose will be exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, the purpose is to spread compassion, hope and love through art and high technology.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected is set forth in the bylaws of the corporation.

ARTICLE V POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI LIMITATIONS

The corporation shall be operated exclusively for charitable, educational and literary purposes as a nonprofit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

ARTICLE VIX INCORPORATOR

The names and street addresses of the Incorporator for these Articles of Incorporation are:

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

ARTICLE X DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any such determination, shall be three directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial directors. The names and street addresses of the individuals who will hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>Carlos Pacheco</u>	<u>5045 Sunrise Dr. South</u> <u>St. Petersburg, FL 33705</u>
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<u>John D. Traviesa</u>	<u>4302 Burgundy St.</u> <u>New Orleans, LA 70117</u>
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<u>Adam Outlaw</u>	<u>4302 Burgundy St.</u> <u>New Orleans, LA 70117</u>
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ARTICLE XI INDEMNIFICATION

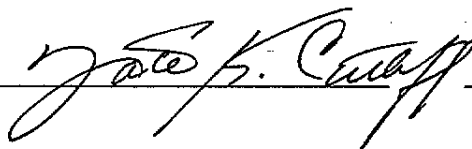
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or final liquidation of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 undersigned Incorporator(s) has(have) executed these Articles of incorporation this 28th day of June, 2000.

Signature(s) of the Incorporator(s)



Yaté K. Cutliff
name of Incorporator signing

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
COHOLO, INC.

2. The name and address of the registered agent and office is:

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

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.

Signature

Yaté K. Cutliff

Date

6-28-2000