

N01000000 1786

US Arab-Latin Chamber
444 Brickell Ave., Suite 51-462
Miami, FL 33131

DIVISION OF CORPORATIONS
409 East Gaines St
Tallahassee, FL 32399

FILED
01 MAR 12 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Articles of Incorporation
US ARAB LATIN CHAMBER OF COMMERCE, INC.

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*****78.75 *****78.75

Enclosed please find a check in the amount of \$ 78.75 for the above mentioned articles of incorporation.

N.Tayara

*Raw 3/14/01
101*

FILED

ARTICLES OF INCORPORATION
OF
US ARAB LATIN CHAMBER OF COMMERCE, INC.

01 MAR 12 PM 1:09

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be **US ARAB LATIN CHAMBER OF COMMERCE, INC.**

ARTICLE II.

Address of Principal Office

The address of the Principal Office of the Corporation is

300 Biscayne Blvd., Office # 724
Dupont Plaza Center
Miami, Florida 33131

ARTICLE III.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- a) Serve as a chamber of commerce to promote trade between North, Central and South America and Middle Eastern Nations by making information available to exporters and importers of the respective countries;
- b) Provide information regarding trade opportunities in Middle Eastern Nations;
- c) Provide education regarding the laws and regulations that affect trade to and from Middle Eastern Nations;
- d) Facilitate and assist in obtaining financing of trade transactions between Middle Eastern Nations and businesses operating in North, Central and south American Countries;

- e) Protect the interests of the Chamber's members vis-a-vis government decisions and other organizations;
- f) Promote a good image of the Arab businesses with operations in North, Central and South American Countries;
- g) Organize trade missions to and from Middle Eastern Countries and North, Central and South American Countries;
- h) Disseminate information concerning the trade needs of Middle Eastern, North, Central and South American Countries;
- i) Act as a conduit for any action or activity that will enhance the trade between Middle Eastern Countries and North, Central and South American Countries; and
- j) Engage in such acts and services generally associated with the operation of a multi-national chamber of commerce.

ARTICLE IV. Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Najib Tayara	300 Biscayne Blvd, Office # 724
	Dupont Plaza Center
	Miami, Florida 33131

ARTICLE V. Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation the State of Florida shall be as follows:

Najib Tayara	300 Biscayne Blvd, Office # 724 Dupont Plaza Center Miami, Florida 33131
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The name of the initial registered agent of the Corporation at the above address shall be as follows:

Najib Tayara

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII.
Membership

The Corporation shall have two classes of Members as follows: A Proprietary Member Class and a General Member Class. The Corporation shall have one (1) Proprietary Member and shall have an unlimited number of General Members, or the number of General Members specified from time to time by the Board of Directors. General Membership qualifications, manner of admission, rights, and termination shall be as regulated by the By-Laws.

The Proprietary Member shall have the authority to appoint the Board of Directors of the Corporation, to elect Officers of the Corporation, and shall have all other authority provided by the By-Laws. Upon the Corporations dissolution, the Proprietary Member shall be entitled to receive the distribution of any remaining assets after paying or making provision for the payment of all the liabilities of the Corporation.

General Memberships are non-assignable and non-transferable.

ARTICLE VIII.
Number of Directors

The affairs and business of this Corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board of Directors shall consist of not less than 3 persons and not more than 15 persons, and shall be appointed by the Proprietary Member. The exact number of Directors and the method of appointment shall be determined by the Proprietary Member.

ARTICLE IX.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of members, and thereafter until their successors are appointed are as follows:

- 1) Najib Tayara
- 2) Mey Tayara
- 3) Abdul Jandali

ARTICLE X.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, as deemed necessary from time to time by the Proprietary Member. All such Officers shall be elected by the Proprietary Member. The Proprietary Member shall determine the term of each office and the method of removing an Officer prior to the termination of his/her office term.

The President and the Chairman of the Board of Directors shall be members of the Board of Directors. And other Officers elected are not required to be on the Board of Directors. A person may hold more than one office.

ARTICLE XI.
Advisory Board of Governors

The Corporation shall have an Advisory Board of Governors of not less than 5 and not more than 30 Board Members. Membership on the Advisory Board of Governors shall be determined in accordance with the By-Laws.

ARTICLE XII.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the members or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XIII.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose. If:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the members.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIV.
Indemnification of Directors
and Officers

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of this Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment,

order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a Director or officer of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon either: (1) a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceedings; or (2) a determination by independent legal counsel, when directed by a majority vote of a quorum of determination by independent legal counsel when directed by a majority vote of a quorum of disinterested Directors, that the officer or Director seeking indemnification has met the standards of conduct set forth in subsection (1) and 92) of Fla. Stat. # 607.014.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

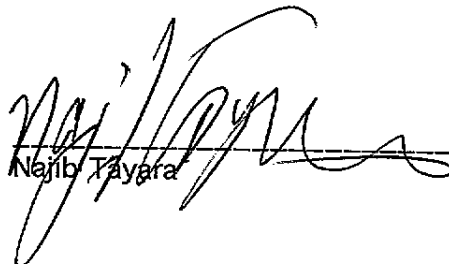
**ARTICLE XV.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its members. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

**ARTICLE XVI.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 8 day of March, 2001.


Najib Tayara

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 9 day of March, 2001
personally appeared before me, the undersigned authority, Najib Tayara personally known to
me.

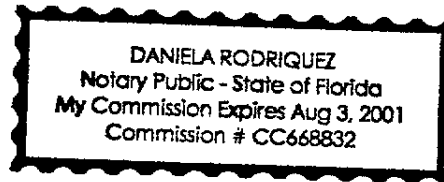
Daniela Rodriguez

Notary Public
State of Florida

Daniela Rodriguez

Print Name

My Commission Expires:



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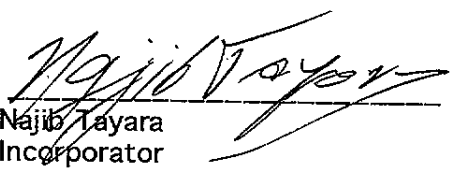
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR
US ARAB LATIN CHAMBER OF COMMERCE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Florida Statutes Sections 48.091 and 617.0501 the following is submitted:

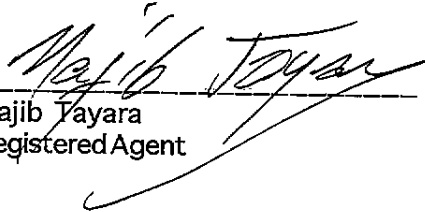
US ARAB LATIN CHAMBER OF COMMERCE, INC. desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 300 Biscayne Blvd., suite 724, Ave., Miami, Florida 33131, as its initial Registered Office and has named Najib Tayara located at said address as its initial Registered Agent.

By:


Najib Tayara
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Najib Tayara
Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 9 day of March, 2001
personally appeared before me, the undersigned authority, Najib Tayara personally known to
me.

Daniela Rodriguez
Notary Public
State of Florida

Daniela Rodriguez.
Print Name

My Commission Expires:

