

NO 1000006476

LITTLE HAITI/MIAMI GLOBAL PREVENTION FUNDS, INC

8325 NE 2ND AVENUE Mailing: P.O. Box 382248

Miami, Fl 33138

Miami, Fl 33238-2248

Ph: 305-756-3010

Fax: 305-754 3397

Miami, Fl

September 6, 2001

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86.75

State of Florida

Division of Corporations

Ms Katherine Harris, Secretary of State

P.O. Box 6327

Tallahassee, Fl 32314

Madam the Secretary of State,

Enclosed please find a money order for \$ 86, 75 representing the incorporation fee and status of the corporation.

Thank you so much in advance for your kindest attention.

Sincerely,

Herbert "F" Paul, FOUNDER
Agent Incorporator & Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP - 7 AM 10: 30

FILED

S. Paul
9/12/01

**ARTICLES OF INCORPORATION
OF
LITTLE HAITI/MIAMI GLOBAL PREVENTION FUNDS, Inc.**

The undersigned incorporator(s), for the purpose of a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

LITTLE HAITI/MIAMI GLOBAL PREVENTION FUNDS, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be :

Physical address: 8325 NE 2nd Avenue , Miami, Fl 33138
Mailing address: P.O. Box 382248 Miami, Fl 33238-2248

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows :

1. The purpose for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to the organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized is :
to create special events in order to collect funds. Finance from such funds all educational and preventive programs whose objectives are to rising awareness and knowledge among members of the community about critical issues such as: HIV/AIDS, Cancer, Heart Disease, HB Pressure, Diabetes, Hepatitis C, HB Cholesterol, Overweight, Drug, Smoking, Alcohol, Youth Crime,

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Juvenile Delinquency, Domestic Violence, Child Abuse, Teen Pregnancy, Abstinence, Unemployment, Protection of the Environment.

2a. These special events shall be:

1- LITTLE HAITI/MIAMI INTERNATIONAL PREVENTION MARATHON

Second Sunday of each year in November

2- The Golden Maracas Music Awards

Rewarding the best works of Authors, Composers and Interpreters of Music promoting Prevention.

3- Concert of the New Year and Tribute to our Forefathers
Concert du Nouvel An et Hommage aux Aieux(in French)

Mega Festival taking place the first Saturday and Sunday of each year.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business ; and to secure loans by mortgage, pledge, deed or trust or other lien.
7. To apply for, obtain and contact with any federal, state or local government or agency for a direct loan or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of anyone or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of a statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (2) or the Internal Revenue Code and Regulations Issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment

of its objects and purposes.

13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the Directors are elected or appointed shall be stated in the By-Laws.

ARTICLE V

The name and street address of the initial registered agent shall be :

Herbert "F" Paul 651 NE 172 St North Miami Beach, Fl 33162
but the Mailing address is P.O. Box 382248 Miami, Fl 33238-3348

ARTICLE VI

The name and street address of the Incorporator of these Articles of Incorporation shall be: Herbert "F" Paul 651 NE 172 Street Miami, Fl 33162 and the Mailing address:
P.O. Box 382248 Miami, Fl 33238-2248

ARTICLE VII

The Affairs of the corporation shall be managed by a President & CEO, a Secretary, a Treasurer, an Assistant Treasurer and 5 Vice-Presidents .The names of the Officers and the office they shall hold until the first election shall be:

Hebert "F" Paul, Ph.D.	President & CEO
Dr. Henry-Claude Saint-Fleur, MD.....	Senior Vice President/Secretary
Karoll "Karolyn" Ludet.....	Vice-President/Treasurer
Nadine Desormeau.....	Vice President/Ass. Treasurer
Jacqueline Saint-Fleur	Vice-President
Jean Well Exantus.....	Vice President

ARTICLE VIII

The members of the Board of Directors shall never be less than four(4) in number. The names and address of the initial Board of Directors shall be:

Hebert "F" Paul, Ph.D.
8325 NE 2nd Avenue
Miami, Fl 33138

Dr. Henry-Claude Saint-Fleur, MD
8325 NE 2nd Avenue
Miami, Fl 33138

Karoll "Karolyn" Ludet
8325 NE 2nd Avenue
Miami, Fl 33138

Jacqueline Saint-Fleur
8325 NE 2nd Avenue
Miami, Fl 33138

Nadine Desormeau
8325 NE 2nd Avenue
Miami, Fl 33138

Jean Well Exantus
8325 NE 2nd Avenue
Miami, Fl 33138

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after giving at least ten days(10) written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501©(3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten(10)days notice of said meeting in writing.

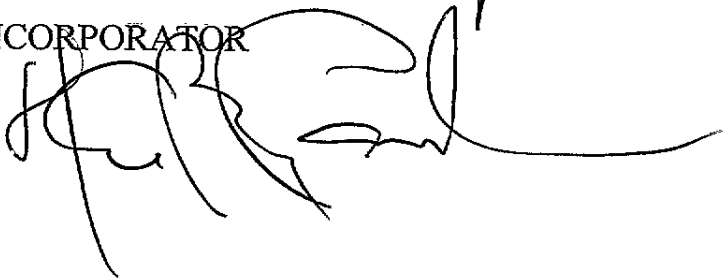
ARTICLE XI

The Corporation shall hold an annual meeting for members within ninety days of the end of its fiscal year(September 30)as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation of this

4 day of Sept 2001

INCORPORATOR



FILED

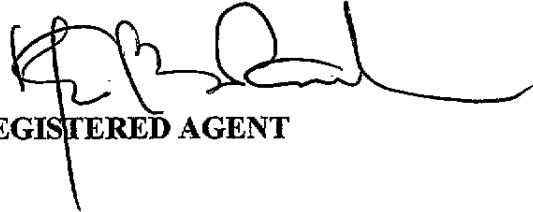
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT & REGISTERED OFFICE

HAVING BEEN NAMES REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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



REGISTERED AGENT