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September 24, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: STEM International
Our File No.: 5219.2034

600004610556--9
-09/25/01--01077--003
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed is an Original Articles of Incorporation and one copy. Also enclosed is our check #2553 in the amount of \$87.50 for the cost of the filing fee, a certified copy, and a certificate of status.

Please do not hesitate to contact me if you have any questions or need anything further. Your kind attention hereto is most appreciated.

Very truly yours,

HERZFELD & RUBIN

Bruce M. Boiko

BMB/jgt

SEP 28 2001

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**ARTICLES OF INCORPORATION
OF
STEM INTERNATIONAL, INC.**

FILED
01 SEP 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of this corporation shall be STEM International, Inc.

ARTICLE II
Purpose

The general purpose of this corporation shall be to bring technical and professional solutions to the needs of the Christian organizations, non-governmental organizations and members of organizations related to Eben-Ezer Mission-Haiti. The corporation shall operate exclusively for nonprofit purposes.

ARTICLE III
Corporate Address

The initial principal office address is: 5653 Myakka Avenue, Intercession City, Florida 33848 and the initial mailing address for the corporation is: 167 NE 2nd Avenue, Delray Beach, Florida 33444.

ARTICLE IV
Powers

The powers of the corporation shall include and be governed by the following provisions:

Section 1: The corporation shall have all of the common law and statutory powers of a nonprofit corporation under the laws of the United States and State of Florida which are not in conflict with the terms of these Articles and the Bylaws of the corporation.

Section 2: Notwithstanding any other provisions 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, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V
Membership

The authorized number, qualifications and manner of admission of members of this corporation, voting and other rights and privileges of members, the liability of members for dues

and/or assessments and the method of collection, and the termination of membership shall be established in the bylaws of this corporation. The classification and rights, including voting rights, of the various members may differ. Such classification and voting rights shall be established in the bylaws of this corporation.

ARTICLE VI Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VII Board of Directors

Section 1: Powers. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by or under the authority of, the board of directors.

Section 2: Number. The number of directors shall be determined from time to time in accordance with the bylaws, but shall never be less than three (3) directors, and, in the absence of any such determination, shall be three (3) directors.

Section 3: Election or appointment; removal. The directors shall be elected or appointed or removed in accordance with the procedure provided in the bylaws.

ARTICLE VIII By-Laws

The By-Laws of the corporation shall be made, altered, rescinded, added to, or new By-Laws may be adopted, at any annual or special meeting upon two-thirds (2/3) vote of the eligible members present and voting, or at any special meeting of the corporation called for that purpose. The procedure for amending the By-Laws shall be set forth in the By-Laws.

ARTICLE IX Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended by a resolution adopted by the board of directors and presented to a quorum of the voting members of the corporation at any annual or special meeting of the members, provided that a copy of the proposed amendment has been sent with the notice of meeting. Any amendment or repeal shall require a vote of at least 2/3 of those eligible members present and voting.

ARTICLE X
Dissolution

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the residual assets of the corporation to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c) (3) of the Internal Revenue Code or corresponding sections of the code as subsequently amended, or to the federal, state or local government for exclusively public purposes.

Article XI
Initial Registered Agent and Office

The address of the corporation's initial registered agent shall be Bruce M. Boiko, Esq. and the address of the initial registered office shall be 80 SW 8th Street, Suite 1920, Miami, Florida 33130.

Article XII
Incorporator

The name and address of the incorporator to these Articles of Incorporation is: Bruce M. Boiko, Esq, 80 SW 8th Street, Suite 1920, Miami, Florida 33130.

IN WITNESS WHEREOF, we the undersigned have hereunto set our hand this 21st day of September, 2001.

Signed, sealed and delivered
in the presence of:

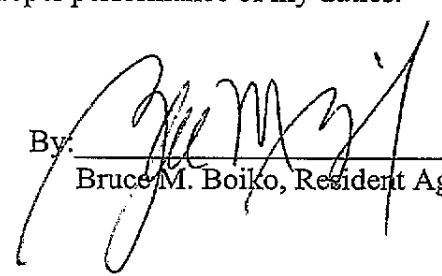
Dated: September 21, 2001



Bruce M. Boiko, Esq., Incorporator

Having been named to accept service of process for the above- named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: September 21, 2001


By: _____
Bruce M. Boiko, Resident Agent