

NO 20000000325

Mr. Emmanuel U.K. Ukpai

4700 NW 12th Court

Ft. Lauderdale, FL 33313

(954) 485-8742

FILED
02 JAN 17 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 28, 2001

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


100004702761-9
-12/03/01--01076--003
******122.50 *****78.75**

Please find enclosed the Articles of Incorporation of Galaxy Global Exchange, Inc., and a check in the amount of \$122.50 (One hundred twenty two dollars and fifty cents), for the registration fees.

Should you have any questions regarding these Articles of Incorporation, please call me at (954) 485-8742, or write me at the above address.

Thank you for your cooperation.

Sincerely Yours,


Emmanuel U.K. Ukpai
(Incorporator)

2001-294410
2001-27652

(6)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

EMMANUEL U.K. UKPAI
4700 NW 12 CT
FT LAUDERDALE, FL 33313

SUBJECT: GALAXY GLOBAL EXCHANGE, INC.
Ref. Number: W01000027652

We have received your document for GALAXY GLOBAL EXCHANGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 801A00064218

ARTICLES OF INCORPORATION
OF
GALAXY GLOBAL EXCHANGE, INC.
(A Florida Non-Profit Corporation)

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

GALAXY GLOBAL EXCHANGE, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the United States of America, and the State of Florida. These activities may include, but not limited to, charitable, educational, scientific, and cultural exchanges, between the Organization and other entities, locally and internationally, especially in Africa, and other parts of the world. The Organization may also engage in Trade Exploration Missions to Africa and other parts of the world, aimed at promoting and enhancing international Trade and Commerce, international cultural education, exchange, understanding, cooperation, and interaction.

ARTICLE III

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation is to exist perpetually. The Corporate existence of this Corporation shall begin at the time of filing of these Articles of Incorporation by the State of Florida.

These Articles are prepared by:

Emmanuel U.K. Ukpai, 4700 NW 12th Court, Ft. Lauderdale, Fl 33313.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF GALAXY GLOBAL EXCHANGE, INC.

ARTICLE IV

PURPOSE OF CORPORATION

The purpose for which **GALAXY GLOBAL EXCHANGE, INC.** is organized are exclusively charitable, educational, scientific, and cultural, within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the United States Internal Revenue Code, or corresponding section of any future tax code.

No part of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officials, or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered, and to make payments and distributions in furtherance of the purposes set forth in this Article.

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 organization shall not carry on any activities not permitted to be carried on, by an organization exempt from Federal Income Tax under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or 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 the Court of Common Pleas 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.

ARTICLES OF INCORPORATION OF GALAXY GLOBAL EXCHANGE, INC.

ARTICLE V

The corporation shall not have any capital stock.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal place of business and mailing address of this Corporation in the State of Florida shall be:

4700 NW 12th Court
Ft. Lauderdale, Florida 33313

The Board of Directors may from time to time move the principal office of this Corporation to any other address in Florida.

The name, address, and office of the Registered Agent of the Corporation is:

Emmanuel U.K. Ukpai
4700 NW 12th Court
Ft. Lauderdale, Florida 33313

ARTICLE VII

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named 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, and will act to keeping open said office.

By: _____

Signature of Registered Agent

ARTICLES OF INCORPORATION OF GALAXY GLOBAL EXCHANGE, INC.

ARTICLE VIII
MEMBERSHIP

Membership of the Corporation shall be divided into three (3) different classes:

1. Board Members
2. General Members
3. Corporate Members

Only Board members will have the right to vote at Board meetings.

Board members, General members, and Corporate members shall have the right to vote at non-board meetings.

ARTICLE IX
BOARD OF DIRECTORS

The number of the members of Board of Directors may be increased or determined from time to time. This Corporation shall have 3 initial members on the Board of Directors.

The following persons are to serve as initial director(s) until the first annual meeting or until their successors are elected and qualified:

Chief Emmanuel U.K. Ukpai; 4700 NW 12 Ct., Ft. Lauderdale, FL 33313
Mrs. Roselyne N.K. Ukpai; 4700 NW 12 Ct., Ft. Lauderdale, FL 33313
Ms. Chioma U.K. Ukpai; 4700 NW 12 Ct., Ft. Lauderdale, FL 33313

Directors shall be elected in accordance with the Corporation by-laws.

ARTICLE X
OFFICERS

The names and titles of the Corporation's officers are as follows:

Emmanuel U.K. Ukpai, President
Chioma U.K. Ukpai, Vice President
Roselyne N.K. Ukpai, Secretary / Treasurer

ARTICLE XI
INCORPORATOR(S)

The names and addresses of the Incorporator(s) to these Articles of Incorporation are as follows:

Emmanuel U.K. Ukpai, 4700 NW 12th Court, Ft. Lauderdale, Florida 33313
Roselyne N.K. Ukpai, 4700 NW 12th Court, Ft. Lauderdale, Florida 33313


ARTICLES OF INCORPORATION OF GALAXY GLOBAL EXCHANGE, INC.

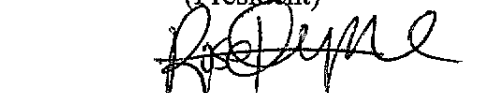
ARTICLE XII

AMENDMENTS

The Articles of Incorporation may be amended in the manner provided in the By-Laws. Every amendment shall be approved by a majority vote of the members of Board of Directors, entitled to vote thereon.

IN WITNESS WHEREOF, I have subscribed my name this 28th day
of Nov. 2001.


EMMANUEL U.K. UKPAI
(President)


ROSELYNE N.K. UKPAI
(Secretary/Treasurer)

ARTICLES OF INCORPORATION OF GALAXY GLOBAL EXCHANGE, INC.

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

BEFORE ME personally appeared, *Emmanuel U.K. Ukpai and Roselyne N.K. Ukpai*, Known to me to be the persons described in, and who executed the foregoing Articles of Incorporation, and acknowledge before me that they executed the same freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal at Miami-Dade County, Florida,

this 28 day of NOVember 2001.

MY Commission expires: Sept 17, 2004



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



Sampson Okeke
Commission # CC 959152
Expires Sep. 17, 2004
Bonded Through
Atlantic Bonding Co., Inc.