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AUTHORIZATION : Patricia Piguet

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TALLAHASSEE FLORIDA

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CUSTOMER NO: 83086A

CUSTOMER: Ms. Sunita Brijmohan
Palmer Palmer & Mangiero, P.a.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: DIEU EST NOTRE ESPOIR, INC.

*****TRANSLATION:- GOD IS OUR HOPE *****

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

RECEIVED
02 MAR 26 PM 4:28
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JR
3/27/02

**ARTICLES OF INCORPORATION
OF
DIEU EST NOTRE ESPOIR, INC.
A Florida Not-For-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617,

Article 1: Name and Principal Address

The name of this Corporation is Dieu est Notre Espoir, Inc. The principal address and office of the Corporation is c/o The Babcock Company, 8350 NW 52 Terrace, Suite 107, Miami, Florida 33166.

Article 2: Nature of Corporation

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

Article 3: Purpose

The general nature of the business to be conducted and carried on by this corporation is:

(a) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, for non-profit business, including, but not limited to acquire, rehabilitate, own and operate certain residential property to serve as affordable housing in Miami-Dade County, Florida .

(b) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which it is organized.

(c) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(e) To carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(f) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given to non-profit corporations, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign countries.

(g) To have all lawful powers incidental to corporations of its character including perpetuity, all powers set forth in Chapter 617, "Corporations Not for Profit", Florida Statutes, or the corresponding provisions of any future Florida Statute to same and amendment thereof.

Article 4: Non-Profit

The Corporation, being not for profit, shall have no shares of stock of any classification, nor shall any of same be issued. No dividend shall be paid and no part of the net earnings, properties or assets of the Corporation, or dissolution or otherwise, shall issue to the benefit of, or be distributed to its members, directors, 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 distribution in furtherance of the purpose set forth in these Articles of Incorporation and its Bylaws.

Article 5: Members

The Corporation shall have members. The qualification of members and the manner of their admission and separation is as follows:

1. Membership in the Corporation consists of any person, without regard to race, age, sex or national origin who accepts the rules and regulations of membership as

further defined in the By-Laws of this corporation and is approved for membership by the Board of Directors.

2. Membership in the Corporation shall terminate by death, resignation, and removal for cause, the latter instance at the direction of the Board of Directors, upon two-thirds vote for removal by the Directors pursuant to the Corporation's Bylaws.

3. Other regulations, rights and privileges of membership shall be determined and fixed by the Corporation's Bylaws.

Article 6: Management

The management of the Corporation shall be by the Board of Directors.

Article 7: Directors

There shall never be less than three (3) members of the Board of Directors of the Corporation. The names and residence addresses of the Directors who shall serve in that capacity until the election of their successors is as follows:

Calvin H. Babcock 8350 NW 52 Terrace, Suite 107, Miami, FL 33166
Gueillant Dorcinvil 8350 NW 52 Terrace, Suite 107, Miami, FL 33166
Becky S. Babcock 8350 NW 52 Terrace, Suite 107, Miami, FL 33166

The method of selection, the term of office and the duties of the Directors, consonant with applicable law, shall be as prescribed in the Corporation's Bylaws.

Article 8: Officers

The Corporation shall have officers as prescribed by Law. The names of the officers who are to serve until the election of their successors is as follows:

President:	Gueillant Dorcinvil
Vice-President:	Becky S. Babcock
Secretary:	Calvin H. Babcock
Treasurer:	Calvin H. Babcock

Article 9: Indemnification

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article 10: Incorporators

The name and residence address of the incorporator of this Corporation is as follows: Calvin H. Babcock, 8350 NW 52 Terrace, Suite 107, Miami, FL 33166.

Article 11: Bylaws

The Bylaws of the Corporation may be made, altered or rescinded by a two-thirds vote of the members of the Board of Directors of the Corporation present at any regular or special meeting, due notice of one week having been mailed or delivered to all members of the Board of Directors. For purposes of Notice of Mail, notice is complete upon mailing.

Article 12: Amendments

The Articles of Incorporation of the Corporation may be amended or repealed by a two-thirds vote of the members of the Board of Directors of the Corporation present at any regular or special meeting, due notice of one week having been mailed or delivered to all members of the Board of Directors. For purposes of Notice of Mail, notice is complete upon mailing.

Article 13: Registered Agent and Office

The street address of the initial registered agent's office of the Corporation is Calvin H. Babcock, and the name of the initial registered agent at the address is 8350 NW 52 Terrace, Suite 107, Miami, FL 33166.

Article 14: Political and Legislative Action

No substantial part of the activities of the Corporation shall be the carrying on of political 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 any candidate for public office.


Article 15: Residual Assets

In the event of dissolution of the Corporation, the residual assets of the Corporation will be transferred to one or more other organizations which themselves are qualified as Corporations Not for Profit or as non-profit associations under the laws of the State of Florida, exempt as organizations described in sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose, should such other organization not accept, or be unable to accept these assets.

Article 16: Internal Revenue Code

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law; or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22 day of March, 2002.

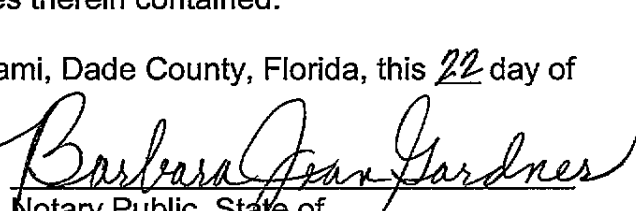


Calvin H. Babcock
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

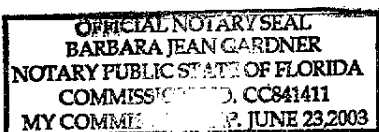
I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Calvin H. Babcock, to me known to be the person described as Incorporator to and who executed the foregoing Articles for the purposes therein contained.

Witness my hand and official seal at Miami, Dade County, Florida, this 22 day of March, 2002.



Notary Public, State of
Florida, at Large

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

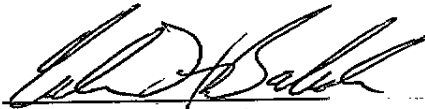
In compliance with §48.091, Florida Statutes, the following is submitted:

That Dieu est Notre Espoir, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8350 NW 52 Terrace, Suite 107, Miami, Florida 33166, State of Florida, has named Calvin H. Babcock located at 8350 NW 52 Terrace, Suite 107, Miami, Florida 33166, as its registered agent to accept service of process within Florida.



Calvin H. Babcock
TITLE: Registered Agent
DATE: March 22, 2002

Having been named to accept service of process for the above stated 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 and complete performance of my duties.



Calvin H. Babcock

Date: March 22, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA