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FLORIDA NON-PROFIT CORPORATION

HAITI WORLDFEST2004, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

7-30-02
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**ARTICLES OF INCORPORATION
OF
HAITI WORLDFEST2004, INC.**

ARTICLE I - NAME

The name of this Corporation is **Haiti WorldFest2004, Inc.**, a Florida not-for-profit corporation. (the "Corporation")

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

2645 Executive Park Drive
Suite 163
Weston, FL 33331

ARTICLE III - NATURE OF CORPORATION

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and Treas. Reg. 1.501(c)(3)-1, or the corresponding section of any future federal tax code, and pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. 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, the Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

CHARLES B. PEARLMAN, ESQ., FL BAR #235547
Adorno & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV - PURPOSE

This Corporation is established for the purpose of stimulating economic and social transformation, and to elevate the status of Haiti as an international marketplace. This economic renaissance will have Haiti assume a leadership role in better establishing the region into the worldwide market.

ARTICLE V - DURATION

The Corporation is to exist perpetually.

ARTICLE VI - MEMBERSHIP

As provided in the Bylaws, the Corporation will have a membership distinct from its Board of Directors. Any person interested in becoming a member of the Corporation may become a member upon compliance with the requirements set forth in the Bylaws from time to time.

ARTICLE VII - BOARD OF DIRECTORS

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3) Directors. The Board of Directors will consist of persons appointed as provided for in the Bylaws. Initially, the Board will consist of the following persons:

Pierre-Richard Desmornes
Alexander Halperin
May-Lissa Abraham

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Pierre-Richard Desmornes
2645 Executive Park Drive
Suite 163
Weston, FL 33331

ARTICLE IX - REGISTERED OFFICE AND AGENT

The Registered Agent of the Corporation is Pierre-Richard Desmornes, whose street address is 2645 Executive Park Drive, Suite 163, Weston, FL 33331.

ARTICLE X - BYLAWS

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

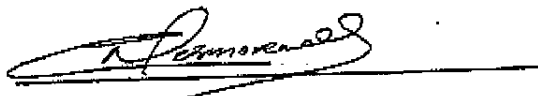
ARTICLE XI - DISSOLUTION

Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on May 30, 2002.



Pierre-Richard Desmornes, Incorporator

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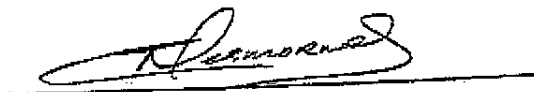
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Haiti WorldFest2004, Inc., a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at 2645 Executive Park Drive, Suite 163, Weston, FL 33331, has named Pierre-Richard Desmornes as its agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Haiti WorldFest2004, Inc., a not-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this 30th day of May, 2002.



Pierre-Richard Desmornes

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