

STEEL
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August 19, 2002

VIA US MAIL

Mr. Hardy C. Nicoleau
771 Burch Drive
West Palm Beach, Florida 33415

Shannon L. Bothwell
561.650.7247
sbothwell@steelhector.com

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-08/26/02--01044--011
*****78.75 *****78.75

Re: Articles of Incorporation of Haitian Cultural Society of the Palm Beaches, Inc.

Dear Hardy:

Enclosed are the final Articles of Incorporation of Haitian Cultural Society of the Palm Beaches, Inc. Please take the following steps to file these materials with the Florida Secretary of State and form the corporation:

1. Have Jimmy sign the Articles and the Certificate Designating the Name and Address of Registered Agent.
2. Make one copy of the signed documents.
3. Send the original documents and the copy, along with a check for \$78.75 payable to Department of State, to:

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

Please be sure to include a cover letter that requests a **certified copy** of the filed Articles of Incorporation. Also, be sure that your cover letter includes the return address where the state should send the certified copy of the filed document.

Once you file the Articles of Incorporation, the corporation will officially be formed under Florida law. Please call me at 561.650.7247 as soon as you receive confirmation of the filing from the Florida Department of State so we can proceed to the next stage of getting the corporation up and running, including adopting the bylaws and beginning the application for 501(c)(3) status.

Best Regards,



Shannon Bothwell

Enclosures



**ARTICLES OF INCORPORATION
OF
HAITIAN CULTURAL SOCIETY OF THE PALM BEACHES, INC.**

FILED
02 AUG 26 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name of Corporation**

The name of this Florida not-for-profit corporation is Haitian Cultural Society of the Palm Beaches, Inc. (the "Corporation").

**Article II
Street and Mailing Addresses of Principal Office**

The Corporation's street address is: Haitian Cultural Society of the Palm Beaches, Inc.
c/o Jimmy Jacques
1271 Scottsdale Road South
West Palm Beach, Florida 33417

The Corporation's mailing address is: Haitian Cultural Society of the Palm Beaches, Inc.
P.O. Box 18055
West Palm Beach, Florida 33416

**Article III
Purpose of Corporation**

The Corporation is a Florida not-for-profit corporation organized to promote Haitian cultural awareness through education; to encourage Haitian youth to embrace and understand their cultural heritage; to provide a link between Haitian communities in Palm Beach County, South Florida and Haiti through social events; to promote development of the arts; and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as is or may be permitted by Code Section 501(c)(3). All references to the Code in these Articles of Incorporation are to the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax law.

**Article IV
Initial Registered Agent and Office**

The name and office address of the Corporation's initial registered agent is:
Jimmy Jacques
1271 Scottsdale Road South
West Palm Beach, Florida 33417

Article V
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and business addresses of the persons who shall serve as the initial directors of the Corporation are:

Jimmy Jacques [President]
1271 Scottsdale Road South
West Palm Beach, Florida 33417

Hardy C. Nicoleau [Vice-President]
771 Burch Drive
West Palm Beach, Florida 33415

Gilberte Jules [Secretary]
1271 Scottsdale Road South
West Palm Beach, Florida 33417

Yves E. Nicoleau
4692 Lucerne Lakes Blvd. #105
Lake Worth, Florida 33467

Rose Jean-Philippe [Treasurer]
11000 43rd Court
Coral Springs, Florida 33065

Article VI
Incorporator

The name and address of the person signing these Articles of Incorporation as incorporator is:

Jimmy Jacques
1271 Scottsdale Road South
West Palm Beach, Florida 33417

Article VII
Dissolution

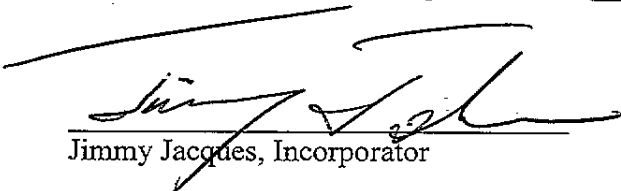
Upon the dissolution or winding up of the Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Code Section 501(c)(3).

Article VIII
Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Code Section 501(h)), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

The undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 2002.



Jimmy Jacques, Incorporator

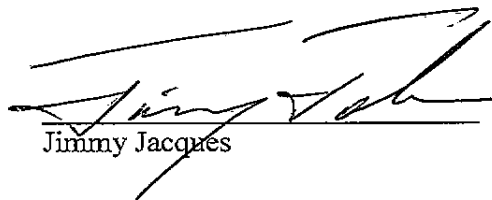
**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
02 AUG 26 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation: Haitian Cultural Society of the Palm Beaches, Inc., a Florida not-for-profit corporation

Name and Office Jimmy Jacques
Address of 1271 Scottsdale Road South
Registered Agent: West Palm Beach, Florida 33417

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.



Jimmy Jacques

Date signed: August 21, 2002