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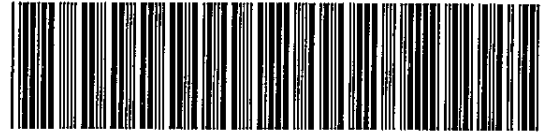
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Winters, King & Associates, Inc.

ATTORNEYS AND COUNSELORS AT LAW

THOMAS J. WINTERS
MICHAEL J. KING
M. JEAN HOLMES
R. THOMAS IRWIN
KAREN L. KING
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December 30, 2002

Division of Corporations
409 East Gaines Street
P O Box 6327
Tallahassee FL 32314

RE: Articles of Incorporation of INTERNATIONAL THIRD WORLD
LEADERSHIP DEVELOPMENT FOUNDATION, INC.


Dear Sir or Madam:

Enclosed you will find duplicate originals of the Articles of Incorporation of INTERNATIONAL THIRD WORLD LEADERSHIP DEVELOPMENT FOUNDATION, INC. and a trust account check for \$78.75 (\$70.00 for the cost of filing and \$8.75 for a certified copy).

Please review the Articles and if they meet with your approval, file the same and return a copy to my office, conformed as of the date of filing.

If you have any questions, please do not hesitate to contact me or my secretary, Paula McKnight.

Sincerely,



Thomas J. Winters

TJW/jds
Enclosures

ARTICLES OF INCORPORATION
OF
INTERNATIONAL THIRD WORLD LEADERSHIP DEVELOPMENT FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, of full age of majority, have for the purpose of forming a nonprofit corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be **INTERNATIONAL THIRD WORLD LEADERSHIP DEVELOPMENT FOUNDATION, INC.**, and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is Alex Nails, 3968 N. W. 167th Street, Miami, Florida, 33054, County of Dade. His signature, infra at page eight, indicates his acceptance of this designation. The address of the corporations Registered and Principal office in the State of Florida is also 3968 N. W. 167th Street, Miami, Florida, 33054, County of Dade

ARTICLE III

This nonprofit corporation is organized and operated exclusively for tax exempt charitable and educational purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the

following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

(a) To operate a Training Institute that will provide systematic training, programs and consultative services for leaders and professionals in government and private sector organizations;

(b) To operate under the name as set forth in ARTICLE I above;

(d) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;

(e) To adopt and use a corporate seal;

(f) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(g) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment,

improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

(h) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(i) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(j) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(k) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(l) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;

(m) To use any and all media, including but not limited to recording, print, television and radio, in the furtherance of its nonprofit, tax- exempt purposes;

(n) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(o) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a public foundation as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(p) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV

The Board of Trustees shall conduct all the business of the corporation and shall be the only voting members of the corporation. The number of Trustees, and the qualifications shall be established in the bylaws of this corporation. The qualifications of member and the manner of their admission shall be fully provided in the Bylaws.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of the purposes set forth in ARTICLE III hereof.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall 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 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 corresponding section of any future federal tax code.

(d) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) 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 jurisdiction 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.

ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX

The undersigned incorporators shall act as the initial Board of Trustees until their successors shall have been duly qualified and elected. The Trustees shall be elected yearly at the annual business meeting by the voting members. The initial Board of Directors shall not be less than three (3). The undersigned shall hold the offices indicated.

DATED This 13 day of November, 2002.

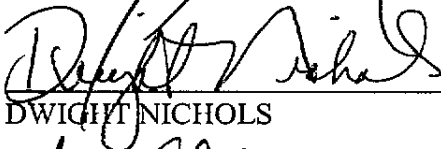
INCORPORATORS

NAME

ADDRESS


MYLES MINROE

Diplomat Center - Carmichael Road
Nassau - Bahamas


DWIGHT NICHOLS

1812 Burntwood Drive East
Mobile, Alabama 26609


JEROME EDMONDSON

20825 Evergreen Road
Southfield, MI 48075


GRAHAM PITT

1807 Arbor Way Drive
Shelby, NC 28150

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of
INTERNATIONAL THIRD WORLD LEADERSHIP DEVELOPMENT FOUNDATION,
INC.

Alex Nails
ALEX/NAILS/Registered Agent

Commonwealth of the Bahamas
STATE OF PLH)
New Providence : ss.
County of PLH)

03 JAN -3 PM 4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On the date as first set forth above, before me, the undersigned, a Notary Public in and
for the said State, personally appeared MYLES E. MUNROE known to me to be the
person whose name is subscribed to the within instrument, he being first duly sworn to, and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Patrick Livingstone Hanna
Notary Public for the Commonwealth of the Bahamas
Residing at New Providence
My Commission Expires December 31st A.D. 2002

Commonwealth of the Bahamas
STATE OF PLH)
New Providence : ss.
County of PLH)

On the date as first set forth above, before me, the undersigned, a Notary Public in and
for the said State, personally appeared DWIGHT NICHOLS known to me to be the
person whose name is subscribed to the within instrument, he being first duly sworn to, and
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

DWIGHT NICHOLS
Notary Public for the Commonwealth of the Bahamas
Residing at New Providence
My Commission Expires December 31st A.D. 2002

Commonwealth of the Bahamas

STATE OF PLH)
 : ss.
County of _____)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, he being first duly sworn to, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for
Residing at _____
My Commission Expires _____

STATE OF _____)
 : ss.
County of _____)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, he being first duly sworn to, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for
Residing at _____
My Commission Expires _____

COMMONWEALTH OF THE BAHAMAS

New Providence

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said Commonwealth of the Bahamas, personally appeared **Myles Munroe, Dwight Nichols, Jerome Edmondson and Graham Pitt** known to me to be the persons whose names are subscribed to the within instrument, they each being first duly sworn to, and acknowledged to me that they each executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Patrick Livingstone Hanna
Notary Public for the Commonwealth of the Bahamas
Residing at New Providence
My Commission expires December 31, 2002