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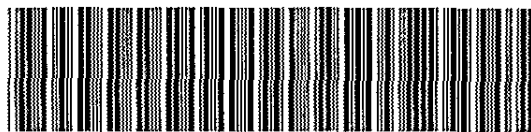
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03 JAN 13 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Ghana-American Chamber of Commerce, Inc.

Proposed corporate name

Enclosed is an original and one copy of the articles of incorporation and a check for \$87.50.

FROM: Kwame Tweneboah, CPA
613 SW 76th Avenue
North Lauderdale, FL 33068
(954) 724-7752



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 7, 2003

KWANE TWENEBOAH CPA
613 SW 76TH AVENUE
NORTH LAUDERDALE, FL 33068

SUBJECT: GHANA-AMERICAN CHAMBER OF COMMERCE, INC.
Ref. Number: W03000000521

We have received your document for GHANA-AMERICAN CHAMBER OF COMMERCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 303A00000854

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**ARTICLES OF INCORPORATION OF
GHANA-AMERICAN CHAMBER OF COMMERCE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation is GHANA- AMERICAN CHAMBER OF COMMERCE, Inc. The address of the principal office of this corporation shall be 613 South West 76th Avenue, North Lauderdale, Fl. 33068 and the mailing address of the corporation shall be the same.

II

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

III

The specific purposes for which this corporation is formed are:

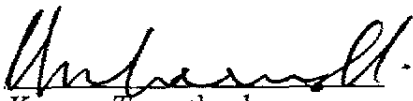
1. To promote and stimulate trade between the USA and Ghana through trade missions, exhibition of product and services, seminars or business opportunities offered by Ghana.
2. To host and receive visits by dignitaries (such as presidents, ministers of state ambassadors and business executives from Ghana.
3. To defend the interest of members of the chambers and create business opportunities for the members by building a network of contacts with other chamber organizations in the USA through meetings, luncheons, business card exchanges, cocktails, receptions and etc.
4. To promote and give exposure of our members through chamber directory, website and newsletter.
5. To recruit sponsors to finance events and administrative expenses.
6. To maintain a link between the chamber, the consulate offices in Washington and New York and national trade office.
7. To promote import and export assistance to Ghanaian businesses and also defend the image of Ghana at all times.

IV

The name and complete address in the State of Florida of this corporation's initial registered agent shall be:

Kwame Tweneboah, CPA
613 SW 76th Avenue
North Lauderdale
FL 33068

Having been named as registered agent and accept service of process for the above stated 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.


Kwame Tweneboah

Registered Agent/Incorporator

1/10/03
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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V

The property of this corporation is irrevocably dedicated to purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any 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 purposes set forth in Article III hereof to the extent permitted by applicable law.

VI

Any other provision of the law notwithstanding, during any period or periods that this corporation is deemed to be a private foundation as defined under the Internal Revenue Code of 1986, as amended, this corporation shall do the following:

- (a) *Distribution of income.* The corporation shall distribute such of its income (and principal, if necessary) for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Sec. 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.
- (b) *Self-dealing.* The corporation shall not engage in any act of self-dealing as defined in Code Sec. 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.
- (c) *Excess business holding.* The corporation shall not retain any excess business holdings as defined in Code Sec. 4943(C) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.
- (d) *Investment jeopardizing charitable purpose.* The corporation shall not make any investment in such manner as to subject it to tax under Code Sec. 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.
- (e) *Taxable expenditures.* The corporation shall not make any taxable expenditures as defined in Code Sec. 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

VII

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Internal Revenue Code Sec. 501(C)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any proper Court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VIII

This corporation is organized and operated exclusively for educational and mutual benefit purposes within the meaning of Code Sec. 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Code Sec. 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under Code Sec. 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law.)

IX

The authorized number and qualification of the members of the corporation, classes of membership, property, voting, and other rights and privileges of each class of membership, and the ability of each and all classes to dues or assessment and the method of collection thereof, shall be set forth in the bylaws of the corporation; provided, however, that neither the members nor the directors of this corporation, nor any officer thereof by reason of holding such office, shall be personally liable for the debts, liabilities or obligations of the corporation.

X

The Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Name

Office

Emmanuel O. Akuamoah
5288 NW 186th Street
Miami, FL 33055

President

Kingsley A. Antwi
16146 NW 14th Court
Pembroke Pines
FL 33028

Vice President

Gilbert Kubayanda
4341 NW 19th Street. #8
Lauderhill, FL 33313

Secretary

Kwame Tweneboah
613 SW 76th Avenue
North Lauderdale
FL 33068

Treasurer

XI

The name and street address of the incorporator to these articles of incorporation:

Kwame Tweneboah, CPA, 613 South West 76th Avenue, North Lauderdale, FL 33068.

XII

The powers of the incorporator cease upon filing of the articles of incorporation.

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TALLAHASSEE, FLORIDA