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From:

Account Name : ACE INDUSTRIES, INC.
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Phone : (305) 358-2571
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FLORIDA NON-PROFIT CORPORATION

~~XXXXXXXXXX, INC.~~

HIP HOP ACTION PROJECT PROMOTING YOUTH, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 2, 2003

ACE INDUSTRIES, INC.

SUBJECT: H.E.A.P.P.Y. INC.
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H03-181767

ARTICLES OF INCORPORATION FOR NON-PROFIT CORPORATION

A Corporation Not for Profit formed under the Florida General Corporation Act.

ARTICLE 1: Name of Corporation: **HIP HOP ACTION PROJECT PROMOTING YOUTH, INC.**

Address of Corporation: **12175 NE 19TH AVE. #3
N. MIAMI, FL. 33181**

ARTICLE 2: Duration: Term of existence of the corporation is perpetual unless dissolved according to the law.

ARTICLE 3: Purpose: The specific purpose of this Corporation is:
**EDUCATION THROUGH ENTERTAINMENT FOR THE PURPOSE OF PROMOTING
YOUTH TO POSITIVE IDEALS.**

ARTICLE 4: The elections for directors and the manner of their admission is provided for in the bylaws of the corporation.

ARTICLE 5: The Board of Directors are as follows: (NO LESS THAN THREE)
The names and addresses of the Initial Directors:

1. P/ T: ANN MARIE FLEMING, 12175 NE 19 AVE. #3, N. MIAMI, FL. 33181
2. V/ S: YU YATIS, 12175 NE 19 AVE. #3, N. MIAMI, FL. 33181
3. MIKE ROSENFED, 1717 NORTH BAYSHORE DR. #1648, MIAMI, FL. 33132
- 4.
- 5.

ARTICLE 6: This Corporation is organized under a non-stock basis.

Prepared by Ace Industries, 54 NW 11th ST., MIAMI, FL 33136 (305) 358-2571

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ARTICLE 7: Registered Agent/Office:

Name: ANN MARIE FLEMING

Address: 12175 NE 19 AVE. #3
N. MIAMI, FL. 33181

I am familiar with, and hereby accept the duties and responsibilities, as Registered Agent for said Corporation.



Signature of Registered Agent

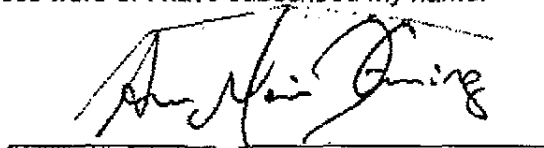
5/01/03
Date

ARTICLE 8: Incorporator:

Name: ANN MARIE FLEMING

Address: 12175 NE 19 AVE. #3
N. MIAMI, FL. 33181

In witness where of I have subscribed my name.



Signature of Incorporator

5/01/03
Date

ARTICLE 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

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