

No 4000001293

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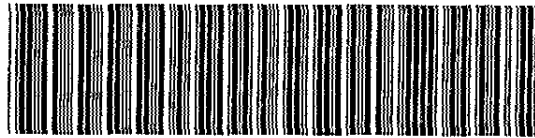
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C. TERESA GARRETT
ANGELA D. SHAW

January 29, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

Re: M.D.I.G., Inc.

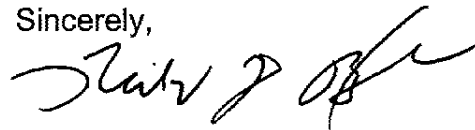
Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the referenced non-profit corporation, together with the check in the amount of \$70.00.

Please file the original and return the copy with the filing information stamped thereon as well as the Certificate to the undersigned at the address above.

If there are any questions, please be so kind as to call me collect.

Sincerely,



Richard D. Baxter, Esq.

Enclosures

ARTICLES OF INCORPORATION
OF
M.D.I.G., INC.

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

M.D.I.G., Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 4027 West Oakridge Road, Orlando, Florida 32809.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code").

The general nature of the objectives and purposes for which this Corporation is formed are:

1. To educate Haitian and other people in the United States and elsewhere about the importance of education and the consequences of illiteracy in La Gonave, Haiti.
2. To make people aware of the consequences of certain social problems in La Gonave, Haiti and how they can help in solving them.
3. To raise funds from Haitians, other people and other Donors to fight illiteracy in La Gonave, Haiti by providing textbooks, school supplies and other educational materials for use by children who are ready to attend

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school.

4. To educate people in the prevention of dangerous infectious diseases among adults and children such as: AIDS and Tuberculosis.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

This Corporation shall have and may exercise any all of the powers conferred upon corporations not for profit by Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are:

Jean L. Elneus	5032 Millenia Blvd., #303 Orlando, Florida 32839
Lexilien Marc	1194 Gulfstar Drive Winter Springs, FL 32708
Fanor Jn-Baptiste	2722 Coventry Lane Ocoee, Florida 34761

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 4027 West Oakridge Road, Orlando, Florida 32809. The name of the initial Registered Agent of this Corporation at that address is Jean L. Elneus.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Jean L. Elneus and his street address is 5032 Millenia Blvd., #303, Orlando, Florida 32839.

ARTICLE VIII
MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE IX
BYLAWS

The Board Of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

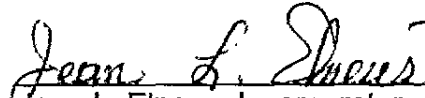
ARTICLE X
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to

any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of January, 2004.

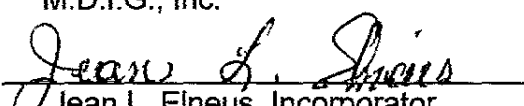

Jean L. Elneus, Incorporator

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TALLAHASSEE, FLORIDA

M.D.I.G., INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

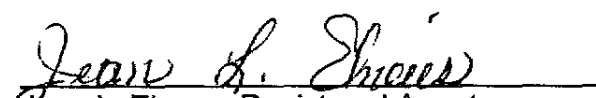
The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: M.D.I.G., Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Jean L. Elneus, 4027 West Oakridge Road, Orlando, Florida 32809.

M.D.I.G., Inc.
By: 
Jean L. Elneus, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of M.D.I.G., Inc., 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.


Jean L. Elneus, Registered Agent
Dated: January 28, 2004.