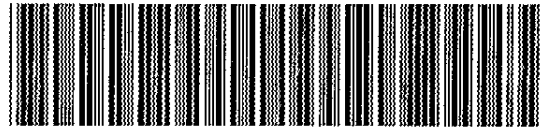


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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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Handwritten signature/initials

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Knights of Haitian Democracy (KHD) Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 11, 2004

CORPORATE ACCESS INC.

SUBJECT: KINGHTS OF HAITIAN DEMOCRACY (KHD) INC.
Ref. Number: W04000018075

We have received your document for KINGHTS OF HAITIAN DEMOCRACY (KHD) INC.. However, the document has not been filed and is being returned for the following:

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 304A00032826

Corrected 5/11/04.
Thanks,
Trish (3)

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be:

Knights of Haitian Democracy Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

14355 NE 6th Avenue
Miami, FL 33161

The business of this Corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable, scientific, literary, humanitarian and a lobbying organization, promoting democratic ideas and formulating policies conducive to lessen the burdens of the United States Government in so far as Haiti is concerned by the elaboration and direct implementation of a comprehensive reconstruction plan for said country,
- (b) To act as a think tank by creating and animating a humanitarian organization able to implement the necessary changes conducive to transform Haiti into a democratic State. Such organization will also help establish political stability in the country as quickly as possible. In addition, it will help promote economic and socio-cultural development, as of year 2004,
- (c) To act as an advisor, an intermediary and a messenger on behalf of each and every elected governments in Haiti that will practice and respect acceptable democratic rules and transparency,
- (d) To seek, negotiate and obtain on behalf of a particular government any assistance conducive to promote progress, peace and freedom, upon formal request thereof,
- (e) This organization will establish Chapters in numerous foreign countries, however, Haiti to be the first priority,
- (f) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section

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TALLAHASSEE, FLORIDA

501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation and Cooperation Association Act, as amended and supplemented,

(g) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes;"

(i) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) 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 except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV MANNER OF ELECTION

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE V DURATION

The period of duration of this corporation is perpetual.

ARTICLE VI MEMBERS/STOCK

The corporation shall not have any class of members or stock.

ARTICLE VII BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

ARTICLE VIII DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

ARTICLE IX DISSOLUTION

Upon the 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, as amended or supplemented, 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 District Court 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 X INITIAL OFFICES AND/OR DIRECTORS

The number of directors of the Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Emmanuel Ford, MD 14355 NE 6 th Ave. #7 Miami, FL 33161	PRESIDENT
--	-----------

Carole Pierre-Antoine, MD 2614 NW 99 th Ave. Coral Springs, FL 33065	TREASURER
---	-----------

Joseph H. Philoxy 1475 NW 193 rd Ter. Miami, FL 33169	SECRETARY
--	-----------

ARTICLE XI INTIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Emmanuel Ford, MD
14355 NE 6th Ave. #7
Miami, FL 33161

ARTICLE XII INCORPORATORS


The name and address of the Incorporators are:

Emmanuel Ford, MD
14355 NE 6th Ave. #7
Miami, FL 33161

Carole Pierre-Antoine, MD
2614 NW 99th Ave.
Coral Springs, FL 33065

Joseph H. Philoxy
1475 NW 193rd Ter.
Miami, FL 33169


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

Date

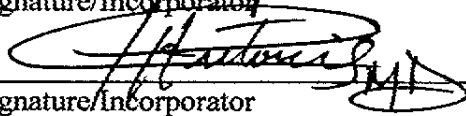
4.29.04



Signature/Incorporator

Date

4.29.04



Signature/Incorporator

Date

4.29.04



Signature/Incorporator

Date

4/29/04
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