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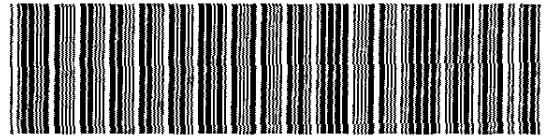
(Business Entity Name)

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RECEIVED
04 SEP - 1 AM 11:39
DIVISION OF CORPORATION

FILED
04 SEP - 1 PM 12:32
TALLAHASSEE, FLORIDA

609

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMAZONIAN PROJECT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF THE

Amazonian Project, Inc.
(A not-for-profit corporation)

FILED
04 SEP -1 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I -NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be ~ **Amazonian Project, inc.**

~Its principal office and mailing address is 10 SW South River Dr. apt. 1410, Miami, FL 33130

ARTICLES II ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not—for-profit.

ARTICLES III PURPOSE AND POWER

The purpose for which this Corporation is organized are:

- A. Exclusively charitable, scientific, literary and educational within the meaning of S 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United states Internal Revenue Law) (the~ "Code") ,and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code S 501(c) (3), contributions to which are deductible for federal and state income, gift and estate tax purposes.
- B. The Corporation's purposes shall include, but are not limited to:
 - i) Cultural activities;
 - ii) Temporary and permanent art exhibits;
 - iii) Cultural, educational and historic, meetings and conferences
 - iv) Any and all activities that promote the educational, cultural and historic legacy of Amazonian rainforest.

v) Raise funds to support the aforementioned activities by obtaining government grants and aid, donations from private individuals, donations of money, property and in kind services from local businesses, and membership dues; and

vi) To do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding treasury Regulation for an entity which qualifies under Code S 501(c) (3).

C. This Corporation is a not-for-profit corporation organized pursuant and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501(C) (3) and 170 (C) (2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or otherwise influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purposes which at the time of such dissolution, qualify as an exempt organization under code 501 (C) (3), 170 (C) (2) and 509 (a) (1) or (2) or any corresponding or future Internal Revenue Code, of to the United States the State of America, state of Florida, the County of Dade or other local government for exclusive public purpose. All assets not or other local government for exclusive public purpose disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE IV. TERM

The period of duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE V

The name and address of incorporators of this Corporation are:

Officers

Adrian Vallenilla, President 10 SW South River Drive, apt .1410, Miami, FL 33130

Pedro Morales, V.Pres. Calle A-3 Quinta Pelusal, La Lagunita Country Club, Caracas, Venezuela

Rita Cordova, VP Operations, Calle 3 residencia Ana T apt. Planta baja 3, Campo Alegre, Caracas Venezuela

Mitchell Krasnow, Treasurer 443 N.E. 75th St. Miami, FL 33138

Lorena Milliani, Secretary 13920 SW 108 St. Miami, FL 33186

Directors

Luis Blanco **Chairman/Director** Urbanizacion la Trinidad Calle San Pedro Quinta,
Olivia, Municipio Baruta, Caracas Venezuela

Antonio Treminio **Vice Chairman/Director** 322 West 57 St. #24-T. NY NY 10019

Orion Gornes **Director** 1478 NW 81 terrace, Plantation FL 33322

Ofelia Suarez Mendez **Director** Calle La Arboleda Quinta #11 Anexo D, La
Campina Caracas, Venezuela

Francesco Picco **Director** Calle A3 1-1 Quinta San Rafael, La Lagunita Country Club,
Caracas Venezuela

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT~

The street address of the initial registered office of this Corporation is 10 SW South River Dr. suite 1410, Miami, Florida 33130, and the name of the initial registered agent of the Corporation at that address is Adrian Valleniala.

ARTICLE VII -

MANNER IN WHICH THE BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will be appointed and elected to hold office shall be as set forth in the By- Laws of this Corporation.

ARTICLE VIII- BY LAWS

The power to adopt, alter, amend or repeal the By -Laws shall be vested in the Board of Directors, and the By -Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By -Laws may amended or repealed in whole or in part in the manner provided therein. Any amendment to the By -Laws shall be binding on all members of this Corporation.

ARTICLE.- IX INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE .X

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Amended and Restated Articles of Incorporation may be proposed by a director and presented as provided in the By~ Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the board of Directors of the Corporation at a meeting in which a quorum exists.

ATTEST:

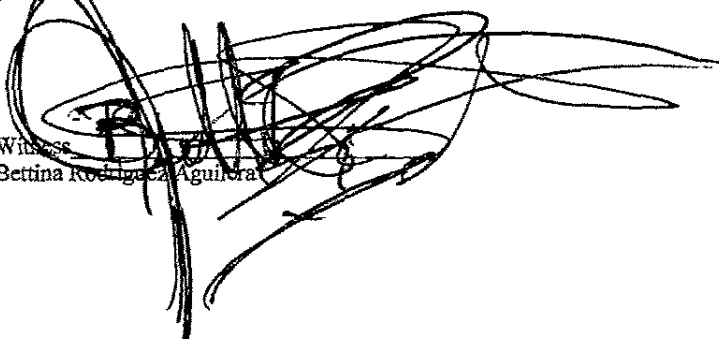
STATE OF FLORIDA)
COUNTY OF DADE } SS

I hereby certify that on this day before, me, an officer duly qualified to take acknowledgments, personally appeared Andres Vallenilla, as President and on behalf of Amazonian Project, Inc., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same which person is (✓) personally known to me or () provided _____ as identification, and () did or () did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of August, 2004.



Adrian Vallenilla


Witness
Bettina Rodriguez Aguilera

ARTICLE XI- Board

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall have one (5) director initially. The number of the directors may either be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one(1). The corporation will also have an advisory board that will be governed by the by laws of said corporation.

ARTICLE XII-MEMBERS

This Corporation shall have no capital stock. This Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned President and Incorporator of the Corporation have executed these Articles of Incorporation, this 20 day of August 2004



Adrian Vallenilla, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registrar agent for the Amazonian Project, Inc. a not-for-profit—Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, On behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT Adrian Vallenilla

By:

Adrian Vallenilla

Dated: 8-20-04.