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FLORIDA NON-PROFIT CORPORATION

art & commerce alliance, inc.

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ARTICLES OF INCORPORATION

OF

ART & COMMERCE ALLIANCE, INC.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **ART & COMMERCE ALLIANCE, INC.**

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 10151 N.W. 32nd Terrace, Doral, Florida 33172.

ARTICLE III

The main purpose of the Organization is to promote and develop business and arts among multicultural communities.

The Organization is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debt and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV

The manner in which the directors are elected or appointed shall be: Election will be stated in the bylaws.

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ARTICLE V

The name and street address of the initial registered agent shall be:
Bayardo N. Aguilar, Jr. CPA, PA, 8425 S.W. 81st Terrace,
Miami, Florida, 33143.

ARTICLE VI

The name and street address of the incorporator of these Articles of
Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice
President, Secretary and a Treasurer and such other officers as may from time
to time be created by the Board of Directors. The names of the Officers and the
office they shall hold until the first election shall be:

Karen Rappaccioli	10151 N.W. 32 nd Terrace
Executive Director	Doral, Florida 33172

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3)
in number. The name and address of the initial Board of Directors shall be:

Carlos C. Tunnerman	10151 NW 32 nd Terrace
Director	Doral, Florida 33172
Patrick Lugo	5224 SW 139 th Place
Director	Miami, Florida 33175
Scott Lamola	9523 SW 118 th Place
Director	Miami, Florida 33186

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.


ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 2005.



INCORPORATOR
Ray Stormont / President, Signing for
Empire Corporate Kit of America, Inc.

TOTAL P.06

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

ART & COMMERCE ALLIANCE, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

Amish

REGISTERED AGENT

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05 MAR 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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