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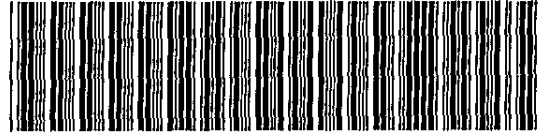
(Business Entity Name)

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05 MAR 23 PM 1:57
FBI - NEW YORK

4/11/05
JH

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Gaisha, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gaisha, Inc.
Name (Printed or typed)

19101 NW 33rd Place
Address

Miami, Florida 33056
City, State & Zip

954-394-3651
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
Of
Gaisha, inc.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
05 MAR 28 PM 1:57
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be Gaisha, Inc. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office 19101 NW 33rd Place; Miami, Florida 33056.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized exclusively for educational, religious and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code

ARTICLE V: RESTRICTIONS ON ACTIVITIES

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 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 fourth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other activities of this corporation shall be the carrying on of propaganda, or other-wise 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI: MEMBERSHIP

The corporation shall be non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 19101 NW 33rd Place; Miami, Florida 33056 and Medgth Eugene is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of the following:

Medgth Eugene
President
19101 NW 33rd Place
Miami, Florida 33056

Evelyn James
Treasurer
19101 NW 33rd Place
Miami, Florida 33056

Josette Swartz
Secretary
19101 NW 33rd Place
Miami, Florida 33056

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON 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, or the corresponding section of any future federal tax code, 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 a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

Medgth Eugene
19101 NW 33rd Place
Miami, Florida 33056

IN WITNESS WHEREOF, I, **Medgth Eugene**, the undersigned incorporator to
these Articles of Incorporation, have affixed my signature thereto on March 23, 2005



Medgth Eugene

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That Gaisha, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami; County of Dade, State of Florida, has named Medgth Eugene, at 19101 NW 33rd Place; in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED: _____

Medgth Eugene

DATED: _____

March 23, 2005

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05 MAR 28 PM 1:57
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA