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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA NON-PROFIT CORPORATION

traidbeads, inc.

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ARTICLES OF INCORPORATION
OF

TRAIDBEADS, INC.
A FLORIDA NONPROFIT CORPORATION

Article I. Name. The name of the Corporation is TraidBeads Incorporated.

Article II. Principal Office. The principal place of business and mailing address shall be:
18125 SW 88th Court Palmetto Bay, Florida 33157

Article III. Purpose. The purpose of the corporation is as follows:

- A. This corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law." The Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any individual.
- B. The specific purposes of this corporation are to provide resources for women and children economically disadvantaged due to the AIDS epidemic. Our programs will promote business development for African women who have been affected by AIDS, and increase AIDS awareness through promotion and distribution of TraidBeads.
- C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code or the corresponding provision of any future United States Internal Revenue Law."

Article IV. Manner of Election for Board of Directors

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

Article V. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member follows:

NAME

ADDRESS

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1 Lindgren Leftwich
18125 SW 88th Court
Palmetto Bay, FL 33157

2 Patricia Hayer
10231 SW 77th Couret
Miami, FL 33156

3 Gavin Pryce Lewis
5 Richmond DR
Kloof, Kwz-Natal 3610, South Africa

Article VI. Initial Registered Agent and Office. The initial registered agent is Joann M. Hennessey and the initial registered office is: 25 S.E. 2nd Avenuc, Suite 543, Miami, Florida 33131.

Article VII. Initial Board of Directors. The initial Board of Directors shall have
3 members whose names and address are:

NAME

ADDRESS

1 Lindgren Leftwich
18125 SW 88th Court
Palmetto Bay, FL 33157

2 Patricia Hayer
10231 SW 77th Couret
Miami, FL 33156

3 Gavin Pryce Lewis
5 Richmond DR
Kloof, Kwz-Natal 3610, South Africa

Article VIII. Incorporator. The name and address of the Incorporator is:
Lindgren Leftwich 18125 SW 88th Court Palmetto Bay, Florida 33157

Article IX. Duration. The duration of this organization shall be perpetual.

Article X. Dissolution.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United states Internal Revenue Law.

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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

9/2/05
 Date

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.


 Signature/Incorporator

9/2/05
 Date

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