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Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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2005 NOV 14 P 1:39
ALABAMA, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

mary's eden corporation

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

MARY'S EDEN CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3114 SW 133 Ct. Drive, Miami, Florida 33175

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Attached

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Will be stated in the Corporation By-Laws

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

President - Marcela Diaz Leon

Vice President - Carmen R. Frometa

Secretary - Marcela June Piccioni

Treasurer - Ruth Sequeira

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Richard Burns, Esq., 1500 NW 107 Ave., #200, Miami, FL 33172

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

President - Marcela Diaz Leon

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 Richard Burns, Esq.

11-3-05
Date

Signature/Incorporator Marcela Diaz Leon, President

11-3-05
Date

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TOTAL P.03

Amendment to Articles of Incorporation
For Non-Profit Organization

2005 NOV -4 P 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III (a):

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 III (b):

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 (a) 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, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III (c):

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, or 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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