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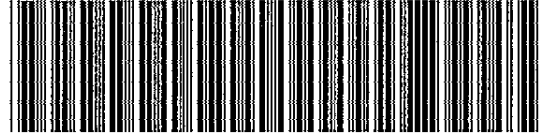
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Caribbean USA Culture & Arts Foundation 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: D'Andrea L. Fitzpatrick
Name (Printed or typed)

785 NE 206th. Street
Address

Miami, Florida 33179
City, State & Zip

305-249-3787
Daytime Telephone number

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

ARTICLES OF INCORPORATION

We the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT, pursuant to Chapter 617, Florida Statutes, adopt the following articles of incorporation:

ARTICLE 1

The name of the corporation shall be:
CARIBBEAN USA CULTURE & ARTS FOUNDATION, INC.;

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
785 NE 206th Street
Miami, Florida 33179

ARTICLE III

(A) The specific purposes for which the corporation is established are to serve as a forum whereby the diverse cultural art forms and talent exhibited by Nationals in the region and as residents in countries around the world be preserved, protected and perpetuated in its true form while maintaining each country's National Cultural Heritage.

(B) Furthermore the corporation's vision is to promote, preserve and perpetuate the region's cultural diversity through the implementation of Cultural awareness programs, workshops, training, youth development programs, displays and other presentations, technical assistance, resource development and scholarship programs.

(C) To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan and borrow money upon, alone or in conjunction with others, real and personal property, tangible or intangible of any kind, character and description, of any interests therein, and all kinds and forms of securities, shares of capital stock, script, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public subdivision, district or authority.

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TALLAHASSEE, FLORIDA

(D) To make all contracts and do all things proper, incidental and conducive to the complete attainment of the foregoing purposes.

(E) Notwithstanding any other provisions of these Articles of Incorporation, as stated or as amended in the Bylaws of this corporation, this corporation shall not contemplate, intend, or authorize any conduct or engage in any activities not permitted by an organization duly authorized to conduct business in the State Of Florida in accordance with existing conditions of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(F) No part of the net earnings of this Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more purposes) and no director or officer of the Corporation or individual shall be entitled to a share in the distribution of any of the Corporation's assets in the event of the dissolution of the Corporation.

(G) Notwithstanding any provisions of these Articles of Incorporation, the purpose and powers of the Corporation shall be expressly limited to those purposes and powers that are customarily performed by non-profit corporations. In no event shall the corporation undertake to bid on, or perform any contract, risk or deed that is not customarily bid on or performed by non-profit corporations and consistent with its mission.

ARTICLE IV

The appointment or election of directors shall be as provided in the Corporation's By-laws.

ARTICLE V

(A) The internal affairs of the Corporation shall be controlled by the Board of Directors of the Corporation. Upon dissolution of the Corporation, all of its assets and property of every nature and description, remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon the condition of return, transfer or conveyance which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified from exemption from Federal income taxes as organizations described in section 501 (c) (3) of the Internal Revenue Code.

(B) The number of directors constituting the initial Board of Directors are three (3), and the names and addresses including street, number and zip code of the persons who are to serve as the initial Directors until the first annual meeting or until their successors be elected and qualified are:

Michael Matthews
785 NE 206th Street
Miami, Florida 33179

Chairman

D'Andrea Fitzpatrick
785 NE 206th Street
Miami, Florida 33179

Secretary

Stephen Matthews
8403 Potomac Valley Court
Ft. Washington, MD 20744

Treasurer

ARTICLE VI

The name of the initial Registered Agent is D' Andrea Fitzpatrick, a resident of the State of Florida.


D'Andrea Fitzpatrick

785 NE 206th Street
Miami, Florida 33179

ARTICLE VII

The name and address including street, number and zip code of incorporator is:

NAME

ADDRESS



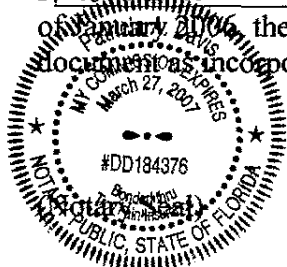
Michael Matthews


785 NE 206th Street
Miami, Florida 33179


Stephen Matthews

8403 Potomac Valley Court
Ft. Washington, MD 20744

I Patricia A Davis, a notary public, hereby certify that on the 20th day of January, 2006, the above named appeared before me and signed the foregoing document as incorporator, and have averred that the statements therein contained are true.

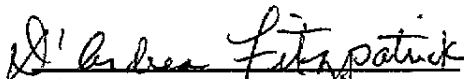




CERTIFICATE OF DESIGNATED REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Signature – Registered Agent

D'Andrea Fitzpatrick
785 NE 206th Street
Miami, Florida 33179



Signature – Incorporator

Michael Matthews
785 NE 206th Street
Miami, Florida 33179



Signature – Incorporator

Stephen Matthews
8403 Potomac Valley Court
Ft. Washington, Maryland 20744

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TALLAHASSEE, FLORIDA
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Date

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Date