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Corporat

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INC.

No.

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

~~ORGANIZASYON~~ ORGANIZASYON POU EDE AYITI, INC.

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Feb. 5, 2007 3:59PM ZUSA CORPORATE SERVICES INC. 01/001 Florida No. 7419 of P. 210



February 2, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

USA CORPORATE SERVICES INC.

SUBJECT: OPEA INC. (ORGANIZASYON POU EDE AYITI)
REF: W07000004964

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

FAX Aud. #: H07000024942
Letter Number: 507A00007187

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Articles of Incorporation
Of

OGANIZASYON POU EDE AYITI INC.

In compliance with chapter 617, F.S., (Not for Profit)

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2007 FEB - 5 A 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be:
OGANIZASYON POU EDE AYITI INC.
2. The principal place of business of this corporation shall be:
883 NW 112TH STREET, MIAMI, FL 33168
3. The mailing address of this corporation shall be:
1422 EAST 85TH STREET, BROOKLYN, NY 11236

4. The Purpose for which the corporation is organized is:
To assist not-for-profit entities by joining resources of the local community to aid those who need it most. The services include, but are not limited to, assisting with shelter, food, clothing, counseling and education in the task of daily living enabling individuals focusing on vulnerable children to transform their lives throughout the country.

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Not for Profit Corporation Law upon corporation formed there under, subject to any limitations contained in any statute of the State of Florida.

5. 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 Third 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.

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

7. The manner in which the directors are elected or appointed is as stated in the bylaws.

8. The name and addresses of the initial directors/officers:

SEE ATTACHED LIST

9. The name and Florida street address if the registered agent is:

REGINALD DESIR, 1090 NE 14TH STREET, MIAMI, FL 33161

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.




Reginald Desir
Registered Agent

2/5/2007
Date

10. The name and address of the Incorporator is:

Frank Orlando, 46 State Street, 3rd Floor, Albany, NY 12207



Frank Orlando
Incorporator

2/5/2007
Date

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Board of Directors:

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Director: Jean Denis Francois
1688 E. 55th St
Brooklyn, NY 11216

Director: Guillaume Desir
215 N.W 79th St Apt B244
Miami, FL 33150

Director: Wilta Desir
1453 Nora Ln
North Port, FL 34286

Director Reginald Desir
1090 N. E 145th St
Miami, FL 33161

Officers:

President: Petit Levy Francois
1422 E. 85th St
Brooklyn, NY 11236

Vice President: Levoyel Jonas
1090 N. E 145th St
Miami, FL 33161

Treasurer: Herod Francois
1422 E. 85th St
Brooklyn, NY 11236

Secretary: Rony Alphonse
883 N. W 112 St
Miami, Florida 33168

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