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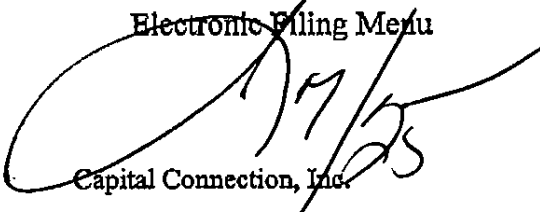
CHALLENGE OF CHANGE FOUNDATION, INC.

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Capital Connection, Inc.

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**Challenge of Change Foundation Inc.
Articles of Incorporation
A Florida Corporation, Not for Profit**

CLERK OF STATE
TALLAHASSEE, FLORIDA

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In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the laws of the State of Florida for the formation of a corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth.

ARTICLE I - NAME

The name of this Corporation shall be Challenge of Change Foundation Inc.

ARTICLE II: PRINCIPLE OFFICE

The initial principal place of business and mailing address of this corporation shall be: 8400 NE Bayshore Drive Miami Florida 33138

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- 1) Challenge of Change Foundation Inc. is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the promotion, publicity and 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.
- 2) The Foundation's purpose will consist of promotion, publicity, and contributing to other charitable organizations. It is anticipated that the Foundation will distribute most, if not all, of its assets on an annual basis. The entities to whom the Foundation makes donations will be chosen entirely in the discretion of the Board of Directors of the Foundation.
- 3) The Foundation will seek the most effective means to educate our society to adopt practices in which hydrocarbons are used more efficiently and disposed of properly while highlighting the new alternatives for a sustainable future. The foundation will achieve their success through their outreach and strategic partnerships with action, cultural and environmental organizations, the media, as well as through local, national and international sources to shed light on the state of our world today.

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ARTICLE IV - MEMBERSHIP

- 1) Challenge of Change Foundation Inc. shall initially include five members. The number of Directors may change from time to time, pursuant to the Bylaws, but shall never be less than three.
- 2) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE V - INITIAL DIRECTORS/OFFICERS

(1) Board of Directors: Challenge of Change Foundation Inc. shall have three directors. The number of directors shall either be increased or diminished from time to time by the bylaws but shall never be less than three. The Names and Addresses of the Initial Board of Directors are:

- i.) Brian Z. Guertin - 8400 NE Bayshore Drive Miami, Florida 33138
- ii.) Erwin V. Arrieta - 8400 NE Bayshore Drive Miami, Florida 33138
- iii.) Carlos A. Maldonado - 8400 NE Bayshore Drive Miami, FL 33138

(2) Corporate Officers. The members of the Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

- i.) Brian Z. Guertin - Pres - 8400 NE Bayshore Drive Miami, Florida 33138
- ii.) Erwin V. Arrieta - VP - 8400 NE Bayshore Drive Miami, Florida 33138
- iii.) Dr. Rafael Tudela-Reverter - Pres - 2655 S. LeJune rd. STE 900 Coral Gables, Florida 33134
- iv.) Carlos A. Maldonado - Sec - 8400 NE Bayshore Drive Miami, FL 33138
- v.) Prof. Daniel Baldor - Treas - 7805 SW 140 Ave Miami, Florida 33183

ARTICLE VI - AMENDMENTS TO BYLAWS

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As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

ARTICLE VII-AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501 (c) (3) of the code. Amendments may also be made at a regular meeting of the membership upon a one (1) month notice given, by a two-thirds (2/3) vote of those members present.

ARTICLE VIII - DURATION

This Corporation is to exist perpetually unless dissolved according to law.

ARTICLE IX - NO PRIVATE INUREMENTS; RESTRICTIONS ON ACTIVITIES

- 1) No part of the net earnings of the Challenge of Change Foundation Inc. 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 III hereof.
- 2) 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 public office.
- 3) Notwithstanding any other provision of these Articles, Challenge of Change Foundation Inc. shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

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ARTICLE X: DISTRIBUTION 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 by a Court of Competent Jurisdiction in Florida exclusively for such purposes as the court shall determine.

ARTICLE XI - REGISTERED AGENT/INCORPORATOR

The name and address of the registered agent shall be
Robert Socol c/o A.R.S. & Associates Inc
20810 West Dixie Hwy
North Miami Bch, FL 33180

By: 
Registered Agent

The name and address of the incorporator shall be Robert Socol c/o A.R.S. & Associates Inc located at 20810 West Dixie Highway North Miami Beach, FL 33180

A.R.S. & Associates Inc

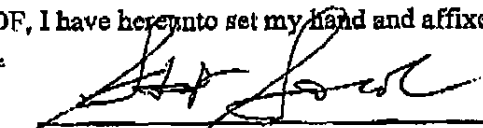
By: 
Robert Socol
INCORPORATOR

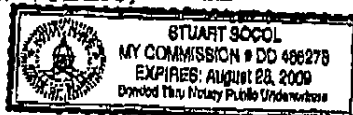
IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation pursuant to the Florida Not of Profit Corporation Act, Chapter 617, Florida Statutes, has signed these Articles of Incorporation This 24 day of July 2007

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 24 day of July 2007.


NOTARY PUBLIC, STATE OF FLORIDA



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