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FLORIDA PROFIT/NON PROFIT CORPORATION

JUSTWORLD INTERNATIONAL INC.

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March 12, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GREENSPOON MARDER, P.A.

SUBJECT: JUSTWORLD INTERNATIONAL INC.  
REF: W08000013023

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

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H08000062243  
Letter Number: H08A00015155

**ARTICLES OF INCORPORATION  
FOR  
JUSTWORLD INTERNATIONAL INC.  
(NOT FOR PROFIT)**

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The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**FIRST:** The name of the corporation is: Justworld International Inc.

**SECOND:** The corporation is a corporation as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other charitable organizations.

**THIRD:** The corporation is formed for the following purposes:

a. To promote and enhance awareness of the general public regarding the global economy and international trade by (a) acting as a clearinghouse and channel for communication of information thereon, (b) a forum, with workshops, conferences, meetings and other events, (c) arranging for research and the preparation and distribution of pamphlets, reports and other printed matter thereon, and (d) working and cooperating with other nongovernmental organizations, international organizations and grass-roots organizations thereon;

b. To conduct, engage, promote and/or assist in a campaign or campaigns, and any effort or efforts whatsoever, for the collection and raising of funds, and to solicit appeal for, and request monies, funds, securities, donations, pledges and property of every nature whatsoever, exclusively for scientific, educational and charitable purposes;

c. To donate the whole or any part of the monies, funds, securities, donations, pledges and property of every nature whatsoever and the income therefrom exclusively for scientific, educational and charitable purposes;

d. To do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

**FOURTH:** Subject to the limitations prescribed by statute and in furtherance of its corporate purposes, the corporation shall have the following powers which shall not be deemed to be exclusive of any other powers provided by law: To solicit, collect, accept, hold, invest, reinvest and administer any gifts, bequests, grants, contributions, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, from the public generally.

The corporation shall have all general powers enumerated in Section 501 of the Internal Revenue Code of 1986, together with the power to solicit grants for contributions for corporate purposes

**FIFTH:** The office of the corporation is to be located at c/o Belle Herbe, 3206 Olde Hampton Dr. Wellington, FL 33414, in the County of Palm Beach in the State of

Florida.

**SIXTH:** The names and addresses of each of the initial directors until the first annual meeting, each of whom is of full age, are:

Jessica Newman  
66 Watermark Road  
Bedford, NY 10506

Severina Rivera  
1322 19<sup>th</sup> Street NW, Ste 300  
Washington, D.C. 20036

Michael Greenberg  
43 Appletree Lane  
Carle Place, NY 11514

Howard A. Newman  
925 Westchester Ave.  
Ste. 308  
White Plains, NY 10604

Mildred Leet  
54 Riverside Dr., Apt. PH E  
New York, NY 10024

**SEVENTH:** For the regulation of the internal affairs of the corporation it is hereby provided:

- a. The method of election of directors is as stated in the By-laws.
- b. The By-Laws of the corporation shall be adopted in the first instance by the Board of Directors;
- c. Except as may be otherwise provided by law, or in any By-Law of the corporation, all of the affairs of the corporation shall be managed and all of the powers of the corporation shall be exercised by the Board of Directors;
- d. The powers of the Board of Directors shall include the power to borrow money and give security in the name of the corporation without limit as to amount; but only in furtherance of the stated purposes of the corporation; to elect or appoint such committee or committees, standing or special, including an executive committee, as in its discretion it shall deem desirable and in the best interest of the corporation, and to delegate to any such committee or committees such powers as in its discretion are necessary and desirable, but only to the extent permitted by law or the By-Laws; and to authorize any and all donations, gifts, contributions and awards which the corporation is authorized to make;
- e. The corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 its purposes;
- f. 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 any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

g. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; will not retain any excess business holdings as defined in Section 4943(c) of the Code; will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and will not make any taxable expenditures as defined in Section 4945(d) of the Code;

h. Upon approval of the Plan of Dissolution of the corporation by the Supreme Court of the State of Florida for the county in which the office of the corporation is then located, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the Federal government, or to a state or local government, for public purpose. The distribution of any such assets not so disposed of in the manner described in the preceding sentence shall be approved by the Supreme Court of the State of Florida for the county in which the office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

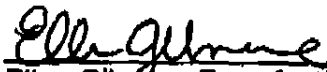
EIGHTH: The name and Florida address of the registered agent is:

Greenspoon Marder, P.A. (the "Firm")  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale FL 33309

NINTH: The name and Florida address of the incorporator is:

Ellen Gilmore, Esq.  
Greenspoon Marder, P.A.  
100 W. Cypress Creek Road, Suite 700  
Fort Lauderdale FL 33309

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the Firm is familiar with the appointment as registered agent and agrees to act in this capacity.

  
Ellen Gilmore, Esq., for the Firm  
Registered Agent & Incorporator

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Date: March 10, 2008

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