

Division of Corporations

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Account Name : THE LAW OFFICES OF NICK SPRADLIN PLLC
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Phone : (813) 435-3176
Fax Number : (813) 333-6358

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

INTERNATIONAL AGRO-ALLIANCE, INC.

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**Articles of Incorporation
of
INTERNATIONAL AGRO-ALLIANCE, INC.
A Non-Profit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of the Nonprofit Corporation Act of the state of Florida under Chapter 617 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is INTERNATIONAL AGRO-ALLIANCE, INC.

Article 2

The name and address of the registered agent and registered office of this corporation is:

The Law Offices of Nick Spradlin, PLLC

12000 North Dale Mabry Hwy

Suite 110

Tampa, Florida 33618

Article 3

The purposes for which this corporation is organized are 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).

Article 4

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 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 by (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 5

The address of the principal office of this Corporation is:
173 N.W. 89TH STREET
MIAMI, FLORIDA 33150

Article 6

The mailing address of this Corporation is:
173 N.W. 89TH STREET
MIAMI, FLORIDA 33150

Article 7

The number of initial directors of this corporation shall be 3 and the names of the initial directors are as follow
KONE ISMAEL
CHARLES E. JOHNSON
MATOGOMA TOURE

Article 8

The officers of this corporation shall be:
President: KONE ABDOULAYE
Vice President: CHARLES E. JOHNSON
Secretary: KONE ISMAEL
Treasurer: KONE ABDOULAYE

Article 9

The name and address of the incorporator of this corporation is:
Marianella Leon
12000 North Dale Mabry Hwy
Suite 110 Tampa, Florida 33618

Article 10

The period of duration of this corporation is perpetual.

Article 11

These Articles of incorporation SHALL BE EFFECTIVE upon approval of the Secretary of State, State of Florida.

Article 12

Upon 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

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section of any future federal tax code, or shall be disseminated to the Federal Government, or to a state or local government for public purpose. Any assets not so disseminated shall be disseminated 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.

Article 13

The Directors and Officers shall NOT be liable for the debts of the corporation.

Article 14

Amendments may be made to these articles in accordance with Florida law. All amendments shall be approved by the Board of Directors, proposed by them to the Members, and approved at the Members meetings by a majority of the Members, unless all the Directors and all the Members sign a written statement presenting their intention that a certain amendment of these articles of incorporation is made.

Article 15

This Non-Profit Corporation adopts the following additional Articles.

QUALIFICATIONS OF MEMBERSHIP AND DIRECTORS:

THE CATEGORIES OF MEMBERSHIP AND DIRECTORS; QUALIFICATIONS FOR MEMBERSHIP AND DIRECTORS; AND THE MANNER OF ADMISSION SHALL BE AS SET FORTH IN AND REGULATED BY THE BY LAWS OF THIS CORPORATION.

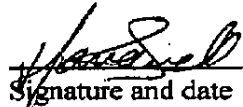
Article 16 Indemnification

The Company shall not sue and indemnify its current directors and officers to the fullest extent permitted under the laws of this state. Such indemnification shall not be deemed to be exclusive of any other rights to which the indemnified person is entitled, consistent with law, under any provision of the Articles of incorporation or bylaws of the company any general or specific action of the directors and officers, the terms of any contract, or as may be permitted or required by common law. The Company may purchase and maintain insurance or provide another arrangement on behalf of any person who is a Manager against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as a director and officer, whether or not The Company would have the power to indemnify him or her against that liability under the laws of the state of FLORIDA. To the extent that Indemnities have been successful or unsuccessful on the merits in defense of any action, suit or proceeding or in defense of any issue or matter therein, including, without limitation, dismissal without prejudice, Indemnities shall be indemnified against any and all expenses (including attorney fees), judgments, fines taxes, penalties and amounts paid in settlement with respect to such action, suit or proceeding. The Company shall not settle any action or claim in any manner which would

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impose any penalty or limitation on Indemnities without Indemnities; prior written consent. Indemnities shall not unreasonably withhold consent to any proposed settlement. Indemnity shall notify in writing of any matter with respect to which Indemnities intended to seek indemnification hereunder as soon as reasonably practicable following the receipt by Indemnities of written threat thereof; provided, however, that failure to so notify the Company shall not constitute a waiver by Indemnities of their rights hereunder. The Company shall advance to Indemnities amounts to cover expenses (including attorney fees) incurred by indemnities in defending any such action, suit or proceeding in advance of the final disposition thereof upon receipt of reasonably satisfactory evidence as to the amount of such expenses. Indemnities; written certification together with a copy of any expense statement paid or to be paid by Indemnities shall constitute satisfactory evidence as to the amount of expenses. This Agreement shall terminate when Indemnities' services to the Company as director and officer end.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation under the laws of Florida are true.

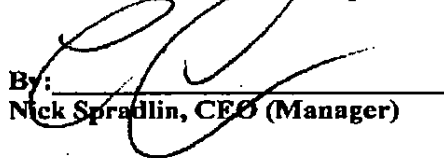
 03/14/08
Signature and date

MARANELLA LEON, Incorporator
Print Name

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION.

The Law Offices of Nick Spradlin, PLLC, having a business office identical with the registered office of the Corporation name above, and having been designated as the registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

The Law Offices of Nick Spradlin, PLLC.

By: 
Nick Spradlin, CEO (Manager)

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