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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Rescue Displaced Kids Foundation, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RESCUE DISPLACED KIDS FOUNDATION, INC.**

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

**RESCUE DISPLACED KIDS FOUNDATION, INC.
1717 North Bayshore Drive Suite 2335
Miami, Florida 33132**

**ARTICLE II
CORPORATE EXISTENCE**

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSE**

This Corporation is organized 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation is organized to perform all lawful activities not specifically prohibited by the State of Florida.

**ARTICLE IV
MANNER OF ELECTION**

The manner in which the Board of Directors are elected or appointed is that as is more particularly stated in the by-laws.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Rawny Garay, Esq.
19 West Flagler Street Suite 707
Miami, Florida 33130**

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TALLAHASSEE, FLORIDA**

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME & ADDRESS

Jose Latorre
1717 North Bayshore Drive Suite 2335
Miami, Florida 33132

ARTICLE VII
INCORPORATOR

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR & ADDRESS

Jose Latorre
1717 North Bayshore Drive Suite 2335
Miami, Florida 33132

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this 15th day of MAY, 2008.



Jose Latorre

ARTICLE IX
DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501 (c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X
NO PRIVATE INUREMENT

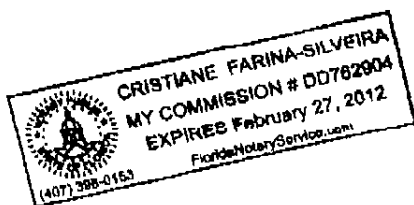
The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual. 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 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 out: 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 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.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of MIAMI-DADE to take acknowledgments, personally appeared **Rawny Garay, Esq.**, the person described as Incorporator in the foregoing Articles of Incorporation who presented the following identification:

Personally known

WITNESS my hand and seal at Miami-Dade County, Florida this 15th day of MAY, 2008.



[Signature]
Notary Public
State of Florida

My Commission expires:

**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates **Rawny Garay, Esq.**, as its registered Agent to accept service of process within this State.

[Signature]
Rawny Garay, Esq.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

[Signature]
Rawny Garay, Esq.