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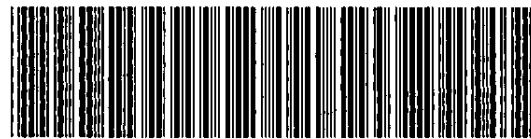
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 12/17/10

COVER LETTER

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

SUBJECT: Incorporation of the not-for-profit corporation "Centro Espirita Beneficente Uniao do Vegetal Authorized Distribution of Florida, Inc."

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$89.50 for the Filing Fee, Certified Copy and Certificate.

From:

Shalom Freitas
3472 SW Coco Palm Drive
Palm City, Florida 34990
(561) 247-0783
ShalomF@gmail.com

**ARTICLES OF INCORPORATION
OF
Centro Espirita Beneficente Uniao do Vegetal, Authorized Distribution of Florida,
Inc.**

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Laws of the State of Florida, hereafter referred to as the "Florida Not For Profit Corporation Act", adopts the following Articles of Incorporation for the Corporation:

ARTICLE ONE

Name. The name of the Corporation is Centro Espirita Beneficente Uniao Do Vegetal, Authorized Distribution of Florida, Inc. For purposes of these Articles of Incorporation and the Bylaws of the Corporation, the terms "Corporation" and "Authorized Distribution of Florida" shall be synonymous.

Principal Place of Business and Mailing Address. The principal place of business as well as the mailing address of the Authorized Distribution of Florida shall be 3472 SW Coco Palm Drive, Palm City, Florida, 34990.

ARTICLE TWO

Symbol. The Authorized Distribution of Florida has as its Symbol of Peace and Human Fraternity: LIGHT, PEACE, AND LOVE.

ARTICLE THREE

Duration. The period of the Corporation's duration is perpetual.

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TALLAHASSEE, FLORIDA

ARTICLE FOUR

Purpose. Subject to the Florida Not For Profit Corporation Act and the Laws of the State of Florida, the Corporation is organized and shall be operated exclusively (i) as a church; (ii) to establish and maintain a society of a philanthropic, religious, and cultural nature; (iii) to develop the moral, intellectual, and spiritual virtues of its members; (iv) to congregate its members for the ministration of sacramental functions in accordance with the doctrinal code of Centro Espírita Beneficente União do Vegetal of Brasília, Brazil (the "CEBUDV"); (v) to solicit and accept contributions and donations of any kind for the support of such purpose; and (vi) to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributed to, its directors, 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 this Article Four. 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any 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 of 1986, as amended (the "Code"), or (b)

by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

ARTICLE FIVE

Hierarchical superiority. In the accomplishment of the purposes enumerated in Article Four, the Authorized Distribution of Florida hereby recognizes and accedes to the hierarchical superiority of the CEBUDV, acting through the Board of Directors of the Centro Espírita Beneficente União do Vegetal in the United States (the “CEBUDV in the United States”) to provide spiritual, legislative, administrative, and judicial guidance and supervision for the Authorized Distribution of Florida.

ARTICLE SIX

Operations. The internal operation and affairs of the Authorized Distribution of Florida shall be determined and fixed in the Bylaws adopted by the Board of Directors, which shall incorporate by reference the statute of the CEBUDV (“the Statute”) and the Bulletin of Consciousness in Administration of the CEBUDV (“the Bulletin of Consciousness in Administration”), and any amendments thereto, into said Bylaws. Any differences between any provision of these Articles or of the Bylaws with any provision of the Statute or of the Bulletin of Consciousness in Administration exist only out of necessity in order to comply with the Florida Not for Profit Corporation Act and the Laws of the State of Florida. In all other instances, the provisions of the Statute and the

Bulletin of Consciousness in Administration shall control. In addition, any interpretation and/or application of the provisions of these Articles and/or of the Bylaws shall be in harmony with the Statute and the Bulletin of Consciousness in Administration.

The Corporation (i) shall distribute its income for each taxable year at such time and in such manner as not to subject it to taxes for failure to distribute income under Section 4942 of the Code; (ii) shall never engage in any act of self-dealing (as defined in Section 4941 (d) of the Code); (iii) shall never retain any excess business holdings (as defined in Section 4943 (c) of the Code); (iv) shall not make any investments in such a manner as to subject it to taxes under Section 4944 of the Code; and (v) shall not make any taxable expenditures (as defined in Section 4945 (d) of the Code).

ARTICLE SEVEN

Assets. The assets of the Authorized Distribution of Florida are defined as: furnishings, fixtures, livestock, income, real property including property titles and/or related rights, and any other item or thing of monetary value. All assets owned or possessed by the Authorized Distribution of Florida shall be held in trust by the Authorized Distribution of Florida for the benefit of the CEBUDV in the United States. Any deeds or other ownership documents for real property shall include a reverter clause providing that such real property shall revert to the CEBUDV in the United States upon dissolution of the Authorized Distribution of Florida.

Dissolution. The Authorized Distribution of Florida may be dissolved for any reason deemed appropriate by the Board of Directors of the CEBUDV in the United States. The Board of Directors of the Authorized Distribution of Florida shall have no right to

voluntarily dissolve the Corporation without the express written approval of the Board of Directors of the CEBUDV in the United States. Upon dissolution of the Authorized Distribution of Florida, the Board of Directors of the Authorized Distribution of Florida shall, after paying or making provision for the payment of all liabilities of the Authorized Distribution of Florida, transfer all of the Authorized Distribution of Florida's assets to the CEBUDV in the United States, to be used as determined by the CEBUDV in the United States. The preceding sentence notwithstanding, (i) if the CEBUDV in the United States is not in existence upon dissolution of the Authorized Distribution of Florida, or (ii) if the distribution of any assets of the Authorized Distribution of Florida to the CEBUDV in the United States would be in violation of the requirement set forth in Treas. Reg. Section 1.501(c) (3) -1 (b) (4) that the Authorized Distribution of Florida's assets be dedicated to an exempt purpose, the Directors shall distribute such assets to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code or as are described in Section 170(c) (1) or (2) of the Code or corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Further, if or to the extent that the CEBUDV in the United States chooses not to accept any assets that would otherwise be distributed to it upon dissolution of the Authorized Distribution of Florida, the Directors shall distribute such assets to an organization or organizations described in the preceding sentence which would receive such assets in the event that the CEBUDV in the United States were not then in existence. Any such assets not disposed of shall be charged with a charitable public trust and shall

be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE EIGHT

Membership. The Authorized Distribution of Florida shall have members. The membership of the Authorized Distribution of Florida shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, duties, and rights of the members.

ARTICLE NINE

Registered Office and Registered Agent. The address of the Corporation's initial registered office shall be 3472 SW Coco Palm Drive, Palm City, Florida 34990 and the name of the Corporation's initial registered agent at that address shall be Shalom Freitas.

ARTICLE TEN

Directors. The direction and management of the affairs of the Authorized Distribution of Florida and of its administration shall be vested in a Board of Directors. The Board of Directors shall be constituted by the Cadre of Mestres and the Body of Counselors of the Authorized Distribution of Florida. If any person ceases to be a member of the Cadre of Mestres or the Body of Counselors of the Authorized Distribution of Florida, that person shall automatically and immediately cease to be a Director without any further action required by the Board of Directors. The number of Directors of the Authorized Distribution of Florida shall not be less than three. In the

event there are no longer at least three members of the Cadre of Mestres and/or the Body of Counselors of the Authorized Distribution of Florida, the Board of Directors of the CEBUDV in the United States shall fill the Vacancy or Vacancies in the Board of Directors. Such persons so appointed shall serve as Directors until there are at least three members of the Cadre of Mestres and/or the Body of Counselors of the Authorized Distribution of Florida, or until such Directors are replaced by the Board of Directors of the CEBUDV in the United States, whichever occurs first.

Officers. The Authorized Distribution of Florida shall have Officers, which shall be elected as set forth in the Bylaws, and which shall consist of the President, the Vice-President, the First Secretary, the Second Secretary, the First Treasurer, the Second Treasurer, and the Official Orator. The Bylaws shall define the powers of the Officers.

ARTICLE ELEVEN

Liability. No director of the Authorized Distribution of Florida shall be personally liable to the Authorized Distribution of Florida for monetary damages for breach of fiduciary duty as a director unless: (i) the director has breached or failed to perform the duties of the director's office in compliance with Section 617.0801 of the Florida Not for Profit Corporation Act and / or any other applicable provision of Florida Law; and (ii) the breach or failure to perform constitutes willful misconduct or recklessness.

No director shall be held personally liable for any damages resulting from:

- (1) any negligent act or omission of an employee of the Authorized Distribution of Florida;

(2) any negligent act or omission of another director of the Authorized Distribution of Florida;

(3) any action taken as a director or any failure to take any action as a director unless:

- (a) the director has breached or failed to perform the duties of the director's office; and
- (b) the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE TWELVE

Indemnification of Officers and Directors. The Authorized Distribution of Florida shall indemnify all directors, officers, former directors, and former officers of the Authorized Distribution of Florida against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by such person or persons in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such person or persons are made a party by reason of being or having been a director or officer.

Advanced Indemnification Payments. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate. The indemnification and advancement of

expenses provided pursuant to this section are not exclusive, and a corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, former director, former officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;


(c) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

ARTICLE THIRTEEN

No amendment shall be allowed of Article Five, Article Seven or this Article Thirteen of these Articles of Incorporation, and any attempt to amend Article Five, Article Seven or this Article Thirteen shall have no effect unless the amendment is authorized by the Board of Directors of the Authorized Distribution of Florida, the Board of Directors of the CEBUDV in the United States, and by the CEBUDV. Any other amendment of these Articles of Incorporation shall occur in the manner as set forth in the Bylaws.

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.

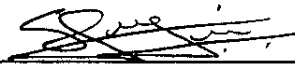


Signature of Registered Agent
Shalom Freitas
3472 SW Coco Palm Drive
Palm City, Florida 34990

12/15/2010

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Signature of Incorporator
Shalom Freitas
3472 SW Coco Palm Drive
Palm City, Florida 34990

12/15/2010

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA