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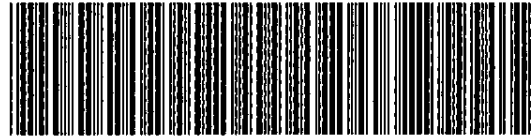
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Innocent's, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Gregory Barthelus, Registered Agent
Name (Printed or typed)

8221 Fairway Rd.
Address

Sunrise, FL. 33351
City, State & Zip

954- 882-7370
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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Articles of Incorporation The Innocent's, Inc.

A Non-Profit Corporation

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Under the NOT FOR PROFIT CORPORATION ACT of the State of Florida statutes, adopt the following Articles of Incorporation for such corporation:

Article 1

NAME

The name of this corporation, hereinafter referred to as the "Corporation" is

The Innocent's, Inc.

Article 2

CORPORATION NOT FOR PROFIT

TAX EXEMPT STATUS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law.

A- This corporation shall not possess or exercise any power or authority either expressly by interpretation or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify as a corporation described in Section 501(c) (3) of the Internal Revenue code of 1954, as amended (hereafter sometimes referred to as the code", contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B- No part of the assets or net earnings of these corporations shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c) (3) of the code.

C-This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D- No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E- At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or another jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F- No compensation, loan or other payment shall be paid or made to any officer, director, incorporation of this corporation, or substantial contributor to it, unless such payment is permissible

under paragraph H of this article and except as a reasonable compensation for services rendered and / or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or the earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons, or inure to, be used for accrue to or to the benefit of any such person or private individual(pursuant to the prohibition contained in Section 501(c) (3) of the code).

G- No solicitation of contributions to this corporation shall be made, and no gift bequest or devise to this corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose it's exemption from payment of federal income taxes.

H- Notwithstanding any other provisions of these articles, if at any time or times the corporation shall be a " private foundation" as defined in section 509 of the code, than during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942(d) of the code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to and only to one or more organizations described on Section 501(c) (3) of the code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall not be "publicly supported" within the meaning of that code.

2. Any references herein to any provisions of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing amended, supplemented, or superseded as the case may be.

Article 3

PERPETUAL EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida

Article 4

The initial street address in the state of Florida of the initial registered office of the corporation is: 8221 Fairway Rd. Sunrise, FL. 33351 and the name of the initial registered agent at such address is: Gregory Barthelus

Article 5

The Territory in which the operations of the Corporation are principally to be conducted at: Miami, State of Florida, as well as the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

Address of Corporation : 8221 Fairway Rd. Sunrise, FL. 33351

Article 6

The number of initial directors of this Corporation shall be three (3) and the names and addresses of the initial directors are as follows:

Marie Lhosanna Chavannes Chairperson/President	8221 Fairway Rd. Sunrise, FL. 33351
Gregory Barthelus, Vice President, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Faimy Loiseau Secretary, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Dav Mera, Asst Secretary, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Adjanie Victor, Treasurer, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Dr., Jean Leon Chavannes, Board Member	102 Mayfield Lane Valley Stream, NY 11561

Article 7

The name(s) and address (es) of the incorporator(s) of this corporation is/are:

Marie Lhosanna Chavannes Chairperson/President	8221 Fairway Rd. Sunrise, FL. 33351
Gregory Barthelus, Vice President, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Faimy Loiseau Secretary, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Dav Mera, Asst Secretary, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Adjanie Victor, Treasurer, Board Member	8221 Fairway Rd. Sunrise, FL. 33351
Dr., Jean Leon Chavannes, Board Member	102 Mayfield Lane Valley Stream, NY 11561

Article 8

PURPOSES

Said organization 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 corresponding section of any future federal tax code. Motivated By our Faith in God, we will serve the poor-regardless of a person's religion, race, ethnicity, or gender, As a demonstration of God's unconditional love for all people. Our goal will be to further other religious and charitable work, and to that end may adopt and establish bylaws and make all rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law and not inconsistent with these articles of incorporation; and, to take, manage, hold and dispose of the property, real and personal of the corporation. Another purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the member shall become more efficient in their homes, broader in their sympathies and more forceful in raising the standard of civic morality.

Our Organizational Mission is to Provide Children and families with the following Services:

- Supply goods and services to poor families with children.
- Education for the prevention of HIV/AIDS
- Health Care - Providing the necessary health care, as well as nutrition. through volunteers networks of professional medical staff they will provide assessment of the sick, proscribing treatment and medicine
- Develop alliances to provide Referrals to necessary charitable resources for children's organizations, i.e., group and foster homes, social services, other
- Educational resources and materials. Individual and Group tutoring sessions for all ages.
- Used Computer Generation hardware and software Program
- Provide informational resources about child hunger, neglect, abuse, illiteracy and homelessness.
- Extracurricular activities, i.e., art, dance, sports, music, literary and health awareness.
- Parental education about caring for their child.
- After School Program
- Mentorship Programs
- Quality Dental, Vision and Hearing treatments through volunteers providing the necessary assessment
- Family Values and Community Involvement

Develop alliances with and provide resources for children's organizations, i.e., group and foster homes, social services, other

Article 9

BOARD OF DIRECTORS:

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

A. The Initial Interim Board of Directors will be elected from a slate chosen by the founders and nominating committee.

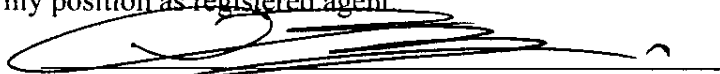
B. The management of this corporation shall be vested in a board of not less than three nor more than twenty-one directors chosen by ballot. The active boards of directors which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.

C. The names and addresses of the persons who shall serve as directors until the first annual meeting of members or until their successors shall have been elected every three years and qualified, are as follows: All Board Of Directors shall be elected by ballot every Two years, cast by the active Board of Directors nominating committee at each annual meeting to serve for a period of Two years. The Board shall have the power to fill any vacancy occurring in the interim of annual meetings.

D. The control and management of the affairs of this corporation shall be vested in a board of directors or not less than three nor more than twenty-one (21

Article 10

Having been named as Registered Agent and to accept services of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes, relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Gregory Barthelus, Registered Agent

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Signature

Marie Lhosanna Chavannes, Chairman/President, Board Member, Incorporator



Signature

Gregory Barthelus, Vice President, Board Member, Incorporator

Signature

Faimy Loiseau, Secretary, Board Member, Incorporator

Signature

Adjanie Victor, Treasurer, Board Member, Incorporator

Signature

Dav Mera, Asst. Secretary, Board Member, Incorporator

Signature

Dr. Jean Leon Chavannes, Board Member, Incorporator

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