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FLORIDA PROFIT/NON PROFIT CORPORATION
ONEWORLD UPSEN ALLIANCE, INC.

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**ARTICLES OF INCORPORATION
OF
ONEWORLD UPSEN ALLIANCE, INC.**

A Florida Nonprofit Corporation

The undersigned, pursuant to Chapter 617 of the Florida Statutes hereby executes the following document to form a non profit Corporation and sets forth:

ARTICLE I

The name of the corporation is **ONEWORLD UPSEN ALLIANCE, INC.**

ARTICLE II

The Articles of Incorporation shall be effective immediately when filed with the Secretary of State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is:

100 FLAGLER STREET
MIAMI, FLORIDA 33131

The mailing address of the Corporation is:

100 FLAGLER STREET
MIAMI, FLORIDA 33131

ARTICLE IV

The period of duration is perpetual.

ARTICLE V

The purpose of the non-profit corporation is organized exclusively for charitable, religious, and educational 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law.

H
HOMSI LAW, P.A.

Mailing Address
8815 Conroy-Windermere Road, #402
Orlando, Florida 32835
(407) 377-5507
www.HomsiLaw.com

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ARTICLE VI

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

HOMSI LAW, P.A.
8815 CONROY-WINDERMERE ROAD, #402
ORLANDO, FLORIDA 32835

Having been named as registered agent and to accept service of process for the above stated company 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 I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent:



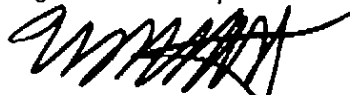
William M. Homs, President

ARTICLE VII

The name and address of the incorporator is:

WILLIAM M. HOMSI
8815 CONROY-WINDERMERE ROAD, #402
ORLANDO, FLORIDA 32835

Signature of Incorporator:



William M. Homs

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true.

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ARTICLE VIII

- 8.1 Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- 8.2 This corporation is organized exclusively for charitable, religious, and educational 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law
- 8.3 No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 and Article 5. 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 these articles, the corporation shall not carry on any other 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- 8.4 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the domicile of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- 8.5 The corporation shall also have all rights and powers that are reasonably necessary to accomplish the stated purposes of the corporation.

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ARTICLE IX

The Directors shall be elected by a majority vote of the Members of the Corporation.
The Directors of the Corporation are:

DOUGLAS D. WEISER
BRENDA SCOTT
MARK WOOD

ARTICLE X

The Officers of the Corporation shall be selected by a majority vote of the Directors of the Corporation.

The Officers of the Corporation are:

President: DOUGLAS D. WEISER
Vice President: MARK WOOD
Secretary: DOUGLAS D. WEISER
Treasurer: BRENDA SCOTT

ARTICLE XI

The Corporation shall have members instead of shareholders and the corporation shall have no capital stock.

ARTICLE XII

The Members of the Corporation shall have the voting rights as are provided in the By Laws of the Corporation.

No Member(s) nor any member of the Board of Directors or Officers of this Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII

The types of membership, qualifications for membership, and the way in which new members are admitted shall be set forth and regulated by the By Laws of the Corporation.

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