

TRANSMITTAL LETTER

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

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-01/24/95--01125--019
*++*122.50 *++*122.50

SUBJECT: D'Midas Miami, Inc.
(Proposed corporate name - must include suffix)

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

- | | | | |
|----------------------------------|----------------------------------|--|--|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$72.75 | <input checked="" type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM: Lancelot Farrell
Name (Printed or typed)
20101 N.W. 13th Avenue
Address
Miami, Florida 33169
City, State & Zip
(305) 653-1069
Daytime Telephone number

TALLAHASSEE, FLORIDA

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[Handwritten signature]
11/26/95

[Handwritten initials NP]

195A-3525

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

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be:

D'Midas Miami, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

20101 N. W. 13th Avenue
Miami, Florida 33169

ARTICLE III Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

1. To foster a close and harmonious relationship among all people in the South Florida area.
2. To extend the spirit of unity and cooperation to the people of Trinidad and Tobago, North America and the Caribbean Islands in a productive manner.
3. To organize, develop and sponsor programmes of a cultural, educational and social nature that would benefit the general public.
4. To develop and maintain a good relationship with all other cultural organizations in our community.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Each officer was selected by the President

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ARTICLE V
Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI
Initial registered agent and street address

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

Lancelot Farrell
20101 N. W. 13th Avenue
Miami, Florida 33169

ARTICLE VII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

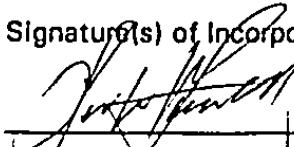
Lancelot Farrell - 20101 N. W. 13th Avenue, Miami, Florida 33169

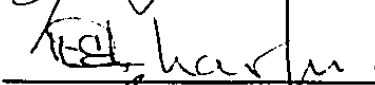
Henry Shaw - 6080 Flagler Street, Hollywood, Florida 33023

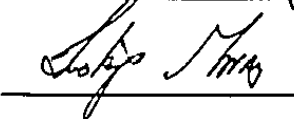
Inskip Morris, - 26202 S.W. 127th Place, Homestead, Florida 33032

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 4th day of January, 1995.

Signature(s) of Incorporator(s):







Lancelot Farrell

Typed name of incorporator signing

Henry E. Shaw, Jr.

Typed name of incorporator signing

Inskip Morris

Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

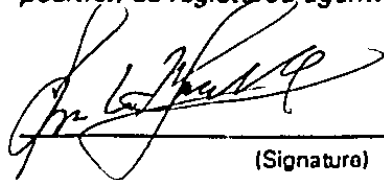
1. The name of the corporation is: D'Midas Miami, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Lancelot Farrell
(Name)
20101 N. W. 13th Avenue
(Street address - P. O. Box not acceptable)
Miami, Florida 33169
(City/State/Zip)

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


(Signature)

January 4, 1995
(Date)