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Chart Number Only

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Richard O. Hancock

Requestor's Name

2500 Broadway Blvd

Address

Miami, FL 33137

City

State

ZIP

Phone

573-7444

VALIDATION ONLY

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CORPORATION(S) NAME

11 RICH-USA (PUNYON) 1 (COMMERCIAL)
1 (RECEIVED)

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| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Reservation | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

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Availability
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Acknowledgment
W.P. Verifier

AFRICA-USA CHAMBER OF COMMERCE

ARTICLES OF INCORPORATION

ARTICLE I

GENERAL

Section 1: NAME

This organization is incorporated under the laws of the State of Florida and shall be known as the AFRICA-USA CHAMBER OF COMMERCE, Incorporated.

Section 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137.

Section 3: PURPOSE

A. The AFRICA-USA Chamber of Commerce (hereinafter referred to as the "Corporation") is organized exclusively for educational, cultural, charitable, and scientific purposes. Such purposes shall include but not be limited to the achievement of the following objectives:

(1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the business people and a concern for their problems, creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs, preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise, and creating a greater appreciation of the

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value of a more liberal investment of substance and self on behalf of the interests of competitive business;

(2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area, promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community, and discovering and correcting abuses which prevent the promotion of business expansion and community growth;

(3) The activities of the corporation shall be limited in all events for exempt purposes described in Section 501(C)(3) of the Internal Revenue Code of 1986 as amended to include the following:

(i) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

(iii) To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for

monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(v) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

B. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of

the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist, or they may be hereafter amended from time to time.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and this 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.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the

Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III

MEETINGS

Section 1: ANNUAL MEETING

The annual meeting of the corporation shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) members, one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

The government and Policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

ARTICLE V

OFFICERS

Section 1: INITIAL OFFICERS

The following persons are elected to the offices set forth

oppc its their names to serve until their successors are elected and qualified or until their earlier death or resignation:

ANNABEL BREWSTER	-	President
RICHARD O. DANSON	-	Secretary
VENGHAN THANG	-	Treasurer

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer.

ARTICLE VI

DISSOLUTION

Section 1: PROCEDURE

The chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, #900, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Richard O. Dansoh, Esq.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Chamber shall have nine (9) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected as provided in the Bylaws. All corporate power shall be exercised by or under the authority of the Directors of the corporation. The government and policy-making responsibilities of the corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of Directors are:

Gabriel Adeife,
6600 N.W. 27th Avenue,
Miami, Fl. 33147.

Emmanuel Nwadike,
12938 S.W. 133rd Court,
Miami, Fl. 33186.

Henry Aghina,
4688 N.W. 183rd Street,
Miami, Fl. 33055.

Tony Orukotan,
128 N.E. 54th Street,
Miami, Fl. 33137.

Annabel Brewster,
12938 S.W. 133rd Court,
Miami, Fl. 33186.

Ralph Taylor,
9920 N.W. 27th Avenue,
Miami, Fl. 33147.

Augustine Ajagbe
3785 N.W. 82nd Avenue
Suite #306
Miami, Florida 33166
(305) 593-8233

Vincent Omachonu
8341 S.W. 83rd Street
Miami, Florida 33143

Richard Dansoh,
2800 Biscayne Boulevard,
Suite 900,
Miami, Fl. 33137

ARTICLE IX

INCORPORATOR

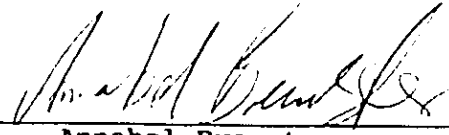
The name and address of the Incorporator signing these Articles is: Annabel Brewster of 12938 S.W. 133rd Court, Miami,

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST that AFRICA-USA Chamber of Commerce, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137 has named Richard O. Dansoh of 2800 Biscayne Boulevard, #900, Miami, Florida 33137, as its agent to accept service of process within Florida.

Dated: March 8th, 1995.


Annabel Brewster
Incorporator

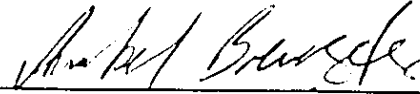
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Richard O. Dansoh, Esq.
Registered Agent

Florida 33186.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of March, 1995.

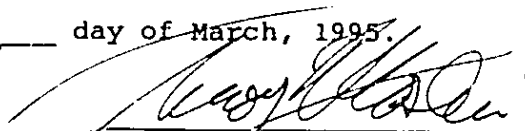


Annabel Brewster
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Annabel Brewster, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 8th day of March, 1995.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



TROY N. MOELKEN
My Commission 00562710
Expires Apr. 07, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA