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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI FL 33136-28902-

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H96000003972))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: ROLAND F. ST. GERARD MINISTRIES, INC.

FAX AUDIT NUMBER: H96000003972

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/19/1996

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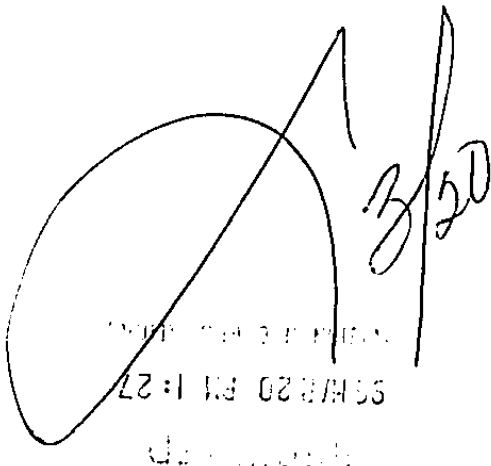
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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27:11:02 02/03/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1996

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: ROLAND F. ST. GERARD MINISTRIES, INC.
REF: W96000005980

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000003972
Letter Number: 096A00012704

H96-039112

ARTICLES OF INCORPORATION
OF
ROLAND F. ST. GERARD MINISTRIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I.

The name of this corporation is Roland F. St. Gerard Ministries, Inc., a Non-Profit Corporation.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To serve public interest, public service and charitable causes, purposes and projects benefiting underprivileged people in Haiti and the United States.

That of engaging in any activity permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations not for profit by Chapter 617, Florida Statutes.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

The purposes for which Roland F. St. Gerard Ministries, Inc., is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IV.

MEMBERS shall be qualified for admission, and shall be admitted as members, in accordance with the by-laws of this corporation; a two-thirds vote of the membership shall be required for the election of new directors or for the removal of current directors.

V.

The street address of the initial registered office of this corporation is: 12955 N.W. 15th Avenue, Miami, Florida 33167, and the initial registered agent at that address is: Roland Fanes St. Gerard.

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ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-350-2571

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VI.

This corporation shall have as directors initially those persons designated in this Article below.

The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (3) nor more than five (5). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROLAND FANES ST. GERARD	12955 N.W. 15th Avenue
See Article 7 for ADDITIONAL DIRECTORS	Miami, Florida 33167

VII.

^{OFFICIAL DIRECTORS}
The names and addresses of the ~~Directors~~ who are to conduct the business of this corporation until those elected at the first election are as follows:

ROLAND FANES SAINT GERARD-FOUNDER/PRESIDENT
12955 N.W. 15th Avenue
Miami, Florida 33167

SAMUEL JOSEPH-TREASURER
2010 N.W. 123rd street
Miami, Florida 33167

JESSY BEAUVAIS-SECRETARY
1801 N.W. 183rd, Street
Miami Garden, Florida 33056

The name and address of the person signing these Articles is ROLAND FANES SAINT GERARD, 12955 N.W. 15th Avenue, Miami, Florida 33167.

VIII.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The

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Indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IX.

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

X.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 15th day of March, 1996.

Roland F. St Gerard
ROLAND FANES SAINT GERARD

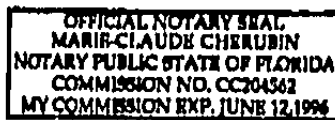
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STATE OF FLORIDA)
) ss:
 COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: ROLAND FANES SAINT GERARD, who is personally known to me, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of March, 1996.



Marie-Claude Cherubin
 NOTARY PUBLIC, State of Florida
 at Large

MARIE-CLAUDE CHERUBIN

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

^{ST.}
 FIRST - THAT, ROLAND F. ~~SAINT~~ GERARD MINISTRIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 12955 N.W. 15 th. Avenue, Miami, Florida. HAS NAMED: ROLAND FANES SAINT GERARD AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Roland F. St. Gerard
 ROLAND FANES SAINT GERARD,
 CORPORATE OFFICER

March 14, 1996
 DATE

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND
COMPLETE PERFORMANCE OF DUTIES.

Roland F. St. Gerard
ROLAND FANES SAINT GERARD
RESIDENT AGENT

March 15, 1996
DATE

FILED
96 MAR 20 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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