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SANTIAGO DIEZ, P.A.

Banco Santander Center

Suite 500

1401 Brickell Avenue

Miami, Florida 33131

Tel: (305) 377-4005

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April 18, 1996

Secretary of State  
P.O. Box 6327  
Tallahassee, Fl. 32314

SECRETARY OF STATE  
-04/19/96-01030-014  
\*\*\*122.50 \*\*\*122.50

Re: PROPHETIC POSSIBILITIES, INC.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation and a copy for the above-referenced non-profit entity. Enclosed also is a check in the amount of \$ 122.50 for filing fee.

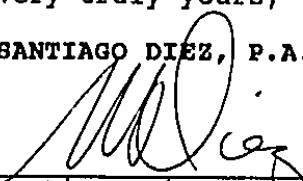
Please return a certified copy of said Articles of Incorporation to us in the enclosed envelope.

Thank you for your attention to this matter.

Very truly yours,

SANTIAGO DIEZ, P.A.

By:

  
Santiago Diez, Esq.

SD/sf  
Enc.  
FedEx.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 19 PM 6:21

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ARTICLES OF INCORPORATION  
FOR  
PROPHETIC POSSIBILITIES, INC.

FILED  
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DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporator of a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be PROPHETIC POSSIBILITIES, INC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

PROPHETIC POSSIBILITIES, INC.  
1215 S.W. 99th Court  
Miami, Florida 33174

ARTICLE III  
PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational 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.

ARTICLE IV  
INITIAL BOARD OF DIRECTORS AND ELECTION OF DIRECTORS

The affairs of the corporation shall be managed by its board of directors. Directors shall be elected by the corporations

members in accordance with the bylaws. The number of directors constituting the board of directors shall be five (5), and the names and addresses of the persons who are to serve as initial directors until the 1st meeting of the corporation or until successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bill Atkins	1215 SW 99th Court Miami, FL 33174
Stan Goldberg	4301 Rickenbacker Causeway Miami, FL 33149
Leticia Sismanidis	11125 SW 132nd Court Apt. #4 Miami, FL 33186
Ron Mendola	26543 SW 122nd Place Princeton, FL 33032
Edward Diequez	7831 SW 89th Court Miami, FL 33173

#### ARTICLE V LIMITATIONS OF CORPORATE POWERS

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

5.01. The residual assets of the organization will be distributed to one or more non profit organizations which are tax exempt as described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future United States Internal Revenue Law, in the event the corporation is dissolved.

5.02 . Notwithstanding any other provisions 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 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name and the street address of the initial registered agent is SANTIAGO DIEZ, ESQ., 1401 Brickell Ave., Suite 500, Miami, Florida 33131.


**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the incorporator for these articles of incorporation is SANTIAGO DIEZ, ESQ., 1401 Brickell Ave., Suite 500, Miami, Florida 33131.

**ARTICLE VIII**  
**AMENDMENTS**

These articles of incorporation may be amended in a manner provide by law. Every amendment shall be approved by the board of directors, proposed by them to the members, and approved at a members meeting by a majority of the members entitled to vote thereon, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation under the laws of the state of Florida this 1<sup>st</sup> day of April, 1996.

  
Santiago Diaz, Esq., Incorporator

STATE OF FLORIDA    )  
                          ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared SANTIAGO DIEZ, ESQ., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 1<sup>st</sup> day of April, 1996.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:

CARINNE M. BARBIC  
Notary Public, State of Florida  
My Comm. Expires May 31, 1998  
No. CC 376722  
Bonded thru Official Notary Service


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

In compliance with the laws of the State of Florida, the  
following is submitted:

First, that PROPHEMIC POSSIBILITIES, INC. desiring to organize  
under the laws of the State of Florida, has named SANTIAGO DIEZ,  
ESQ., 1401 Brickell Avenue, Suite 500, Miami, Florida 33131 as its  
statutory registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation  
at the place designated in this certificate I hereby accept the  
same and agree to act in this capacity, and agree to comply with  
the provisions of Florida law relative to keeping the registered  
office open.

  
\_\_\_\_\_  
SANTIAGO DIEZ, ESQ.  
Registered Agent

DATED: this 1<sup>st</sup> day of April, 1996.

FILED  
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