

Hodelin F. RENÉ

2800 DEVONWOOD AVENUE
MIRAMAR, Florida 33025

June 10, 1996

Freda Cresser

RE: W96000011940

N 96 00000 3174

FILED
JUN 13 1996
TALLAHASSEE, FLORIDA

96 JUN 13 PM 1:17

Thank you for your June 5 letter.

English Translation for FOUNDATION
RECHERCHES SUBAQUATIQUES ET ATMOSPHERIQUES
Inc. is:

FOUNDATION FOR AQUATICS AND ATMOSPHERICS,
Inc.

600001860046
-06/12/96--01079--020
***122.50 ***122.50

My Day Phone # 10 (305) 956 9882 82

Beeper # 469-0807

Please check misspelling FOUNDATION should
be "FONDATION"

I do appreciate your prompt response & request
a similar "quick" response again please.

Please mail info to me at

Hodelin René
17327 NE 22 Ave.
North Miami Beach, FL 33162

1 000000

JUN 14 1996





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1996

HODELIN RENE
2800 DEVONWOOD AVE
MIRAMAR, FL 33025

FOUNDATION
SUBJECT: ~~FOUNDATION~~ LE RECHERCHES SUBAQUATIQUES ET
ATOMOSPHERIQUES, INC.
Ref. Number: W96000011940

We have received your document for **FOUNDATION LE RECHERCHES SUBAQUATIQUES ET ATOMOSPHERIQUES, INC.** and check(s) totaling \$. However, your check(s) and document are being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

CANNOT FED-X WITHOUT A CREDIT CARD OR FEDERAL EXPRESS NUMBER.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00028132

TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FONDATION DE RECHERCHES SUBAQUATIQUES
ET
ATMOSPHERIQUES, INC.

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66 JUN 13 PM 1:17
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator, for the purpose of forming a not for profit corporation, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation in accordance with the laws of the State of Florida, not for profit Statutes under chapter 617.

ARTICLE I

The Name of this corporation shall be:

"FONDATION DE RECHERCHES SUBAQUATIQUES ET ATMOSPHERIQUES, INC."

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State of Florida, and shall have perpetual existence.

ARTICLE III

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

1010 N.W. 11th Avenue
Miami, Florida 33136

ARTICLE IV

PURPOSE

- 1). The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as

tax-exempt organizations under the Code.

- 2). The specific purposes for which this corporation is formed are to plan, initiate, develop, oversee, support, help coordinate and manage Educational Marine, Atmospheric programs and resources for the people of Haiti, and to support the development of an independent comprehensive aquatic and atmospheric Science Center.
- 3). To receive any gift, bequest, devise, grant or in any other manner, money, assistance or any other form of contribution, or any type of property whatsoever, from any person, organization, governmental agency, or other entity and to otherwise acquire, in every lawful manner, money, securities, property rights and services of every kind and description, and to hold, invest, spend, use or otherwise dispose of all such acquisitions for the purpose of the corporation.
- 4). This corporation shall not, as a substantial part of its activities, carry out propagnada or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- 5). Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE V

POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- a) To raise funds, including grant seeking, in order to support, expand, enhance, sustain or maintain the activities of the corporation or any of its affiliated organizations;
- b) To procure and acquire, by donation, purchase, lease or otherwise, and hold control to the above mentioned

assets as may be beneficial to the fulfillment of the charitable, scientific, and educational purposes of FONDATION DE RECHERCHES SUBAQUATIQUES ET ATMOSPHERIQUES, INC. and other affiliated organizations;

- c) To make charitable contributions to any affiliated organizations;
- d) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- e) To utilize its income in furtherance of the foregoing objectives.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other private individual, shall be entitled to share in the distribution or any of the corporate assets on dissolution of the corporation, provided, however, the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501 (3) (c) of the Code. No substantial part of the activities of the corporation shall be the carrying on of the propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publication or distribution of Statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt for taxation under Section 501 (c) (3) of the Code or other applicable codes, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Code.

ARTICLE VII

CONDUCT OF AFFAIRS

The business and affairs of this Corporation shall be conducted in a manner consistent with a not for profit organization, within all applicable provision of the Articles of

Incorporation and Bylaws of this corporation.

ARTICLE VIII

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected as stated in the Bylaws.

Number on Committee: The initial Board of Directors shall be composed of three (3) members. The exact number of these members shall be specified from time to time in the By-laws of the Corporation but shall not be less than three (3). Whenever the By-laws fail to specify the exact number, the number of individuals on the Board shall be a minimum of three (3).

ARTICLE IX

The names and addresses of the members of the Board are:

Hodelin Rene
2800 Devonwood Avenue
Miramar, FL 33025

Ernst Wilson
1010 N.W. 11th Avenue
Miami, FL 33136

Juan Perez
11380 N.W. 27th Avenue
Miami, FL 33167

ARTICLE X

The corporation shall have a President, Vice-President, Secretary, Treasurer and may have additional officers and including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time.

ARTICLE XI

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Ernst Wilson
1010 N.W. 11th Avenue
Miami, Florida 33136

ARTICLE XII

The name and address of the incorporator executing these Articles of Incorporation is:

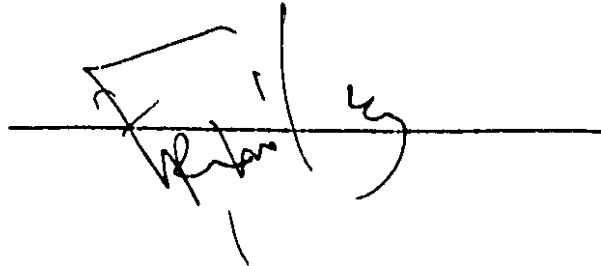
Ernst Wilson
1010 N.W. 11th Avenue
Miami, FL 33136

ARTICLE XIII

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1996.

Ernst Wilson



STATE OF FLORIDA

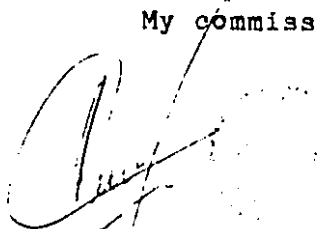
COUNTY OF DADE

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Ernst Wilson known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he 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 3rd day of June, 1996.

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



Commission Expires

06-02-96

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: FONDATION RECHERCHES
SUBAQUATIQUES ET ATMOSPHERIQUES, INC.

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

Ernst Wilson

1010 N.W. 11th Avenue

Miami, Florida 33136

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TALLAHASSEE, FLORIDA

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 _____

DATE _____