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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: NATIONAL ASSOCIATION OF CARIBBEAN BUSSINESSW

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(10)

ARTICLES OF INCORPORATION
OF

NATIONAL ASSOCIATION OF CARIBBEAN BUSINESSWOMEN INC.
(A Not-for-Profit)

Pursuant to Section 617.0202 Florida Statutes, the undersigned subscriber(s) is desirous of forming a not-for-profit corporation under the laws of the State of Florida, and hereby petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of the corporation is NATIONAL ASSOCIATION OF CARIBBEAN BUSINESSWOMEN, INC., a not-for-profit organization.

ARTICLE II

PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 4770 Biscayne Boulevard, Suite 1050, Miami, Florida 33137 as deemed appropriate by the Board of Directors/Trustees.

ARTICLE III-PURPOSE

The corporation is organized exclusively for the charitable purposes

Filed by: Pamela B. Watson, CPA WATSON & COMPANY, P.A.

20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169
(305) 653-8865

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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

PERMITTED ACTIVITIES

Notwithstanding, any other provision of these Articles of Incorporation, 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 V

ELECTION OF DIRECTORS/TRUSTEES

The method of election or appointment of the directors or trustees, and the manner of their admission, are provided for in the bylaws of NATIONAL ASSOCIATION OF CARIBBEAN BUSINESSWOMEN INC.

ARTICLE VI

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

Directors/Trustees of the Corporation shall be elected or removed in accordance with the procedures provided for in the bylaws. The number of directors/trustees, may be increased or decreased from time to time, in the manner provided in the bylaws National Association of Caribbean Businesswomen Inc. The numbers constituting the initial Board of Directors of the company is 19(nineteen) and the names and address of these persons who are to serve initially are as follows:

Marie Gill	565 NW 210 Street, #102, Miami, Florida 33169
Stacey Silvera	20221 NE 21 Ave, Miami, Florida 33179
Jessica McLeary	14320 Luray Road, Ft Lauderdale 33330
Janelle A. Johnson	11065 Bismarck Pl, Cooper City, Florida 33026
Marie B. Hyppolite	1006 NW 164 Ave., Pembroke Pines, Fl 33028
Pamella Watson	20401 NW 2 Ave, #300, Miami, Florida 33169
Denise Chin Que	15023 SW 144 Pl., Miami, Florida 33186
Levette Fincher	8551 NW 7th Ct., Pembroke Pines, Fl 33027
Faye Lockhart Smith	24 NE 205 Terr., N Miami, Florida 33179
Gloria Taylor	2330 NW 187th Street, Miami, Florida 33056
Hazelle Rogers	4300 NW 36th St., Lauderdale Lakes, Fl 33319
Panzegna	18364 SW 108th Street Circle, Miami, Fl 33186
Natalie Hew	5858 NW 68th Street, South Miami, Fl 33143
Rosie Gomez	11260 SW 188th Street, Miami, Florida 33176
Louren Ferguson	8750 Doral Blvd., Miami, Florida 33178
Shannet Edwards	4770 Biscayne Blvd, #1050, Miami, Fl 33173

Lucille Bevins 6341 Adams Street, Hollywood, Florida 33023
Elizabeth Allick 21220 North Miami Ave., Miami, Florida 33169
Prodesta Moore 9671 Sunset Strip, Sunrise, Florida 33320

ARTICLE VIII

DEDICATION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, scientific, religious and/or literacy purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

REGISTERED AGENT

Pursuant to Sections 617.0501 and 617.0505, Florida Statutes, National Association of Caribbean Businesswomen Inc. has designated Marie Gill as the initial Registered Agent of this corporation and the street address of the initial Registered Agent is 565 Northwest 210 Street, # 102 Miami, Florida 33169. The principal place of business of the corporation in the State of Florida is located at 4770 Biscayne Blvd, Suite 1050, Miami, Florida 33137.

ARTICLE X

SHARES

This corporation is organized under a non-stock basis.

ARTICLE XI

INCORPORATORS

The names and the street address of each incorporator of the Articles of Incorporation is recorded in the bylaws of the corporation.

ARTICLE XII

BYLAWS

The power to adopt, alter, amend or repeal bylaws, shall be vested to the Board of Directors or Trustees. This article of incorporation does not set forth any of the corporate powers enumerated in Section 617 Florida Statutes.

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ARTICLE XIII

EXECUTION

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or an amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator Marie Gill has executed these Articles of Incorporation, this...day of October, 1997, pursuant to Section 617.01201(6)(b), Florida Statutes.

A handwritten signature in cursive script, appearing to read "Marie Gill", is written over a horizontal line.

MARIE GILL (Incorporator)

for National Association Of
Caribbean Businesswomen Inc.

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STATE OF FLORIDA)

)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Marie Gill, Registered Agent and Incorporator of the Articles of Incorporation, known to me and known by me to be the persons who executed the foregoing Article of Incorporation, and they acknowledged before me that they 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 13th day of November 1997.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
F B WATSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC406031
MY COMMISSION EXP. SEPT 11, 1998

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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.

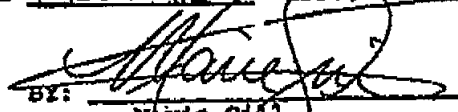
In compliance with Section 607 Florida Statutes the following is submitted:

FIRST that National Association of Caribbean Businesswomen Inc., desires to organize or qualify under the laws of the State of Florida with its principal place of business at 4770 Biscayne Blvd., Suite 1050, Miami, Florida 33137. National Association of Caribbean Businesswomen Inc., has named Marie Gill of 565 Northwest 210 Street, #102, Miami, Florida 33169 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at 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.

Dated this 13th day of November, 1997.

By: 
Marie Gill
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONSENT TO ACTION TAKEN
IN LIEU OF PRE-ORGANIZATION MEETING
OF
NATIONAL ASSOCIATION OF CARIBBEAN BUSINESSWOMEN INC.

The incorporator of the corporation, MARIE GILL, consent to and ramify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on _____
with the Secretary of State of Florida was approved and inserted in the book of this corporation.

The persons whose name appear below are the appointed officers of the Corporation who will serve for a period of one year until the successors are appointed or elected and shall qualify:

MARIE GILL	PRESIDENT
LEVETTE JOHNSON-FINCHER	VICE PRESIDENT
SHANNET EDWARDS	TREASURER
JANELLE JOHNSON	SECRETARY
GLORIA TAYLOR	PARLIAMENTARIAN
MARIE HYPPOLITE	EXECUTIVE DIRECTOR

By-Laws regulating the conduct of business and affairs of THE NATIONAL ASSOCIATION OF CARIBBEAN BUSINESSWOMEN INC, as prepared by counsel or the members of the organization, were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen in the form exhibited and inserted in the record book was adopted as the corporate certificate.

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