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December 3, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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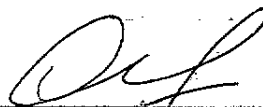
RE: CARIBBEAN AMERICAN FOUNDATION FOR
ECONOMIC EMPOWERMENT, INC.

Dear Sir or Madam,

Please find enclosed the corrected original and two copies of the Articles of Incorporation and Acceptance of Registered Agent for the above referenced not-for-profit corporation. I have also enclosed a money order in the amount of \$70.00 to cover the costs of filing the same.

Please return to me a non-certified copy of the Articles of Incorporation when filed in the self addressed envelope enclosed.

Thank you,


George Gay,
Director
16455 N.E. 6th Ave.
Miami, Fla. 33162
(305) 940-1770

FILED
97 DEC 10 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/12/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

GEORGE GAY
16455 N.E. 6TH AVENUE
MIAMI, FL 33162

SUBJECT: CARIBBEAN AMERICAN FOUNDATION FOR ECONOMIC
EMPOWERMENT, INC. (C.A.F.E.E.)
Ref. Number: W97000026657

We have received your document for CARIBBEAN AMERICAN FOUNDATION FOR ECONOMIC EMPOWERMENT, INC. (C.A.F.E.E.) and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 897A00056524

**ARTICLES OF INCORPORATION
OF**

CARIBBEAN AMERICAN FOUNDATION FOR ECONOMIC EMPOWERMENT, INC.

(A non-profit organization)

WE, the undersigned subscribers to these Articles of Incorporation, do hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida and do hereby certify that we have become such corporation not for profit under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

CARIBBEAN AMERICAN FOUNDATION FOR ECONOMIC EMPOWERMENT, INC.

ARTICLE II - PURPOSE

The purpose or purposes for which this corporation not for profit is formed is to operate as a social agency irrevocably dedicated to providing charitable, educational, religious, philanthropic, and social services to the community.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any director, officer, member or other individual, except that it may pay reasonable compensation to any person it employs when such employment is deemed in the best interest of the corporation.

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TALLAHASSEE, FLORIDA

ARTICLE III - MEMBERSHIP

Active membership in this organization shall be unlimited.

ARTICLE IV - CORPORATE EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V - OFFICE OF THE CORPORATION

The initial post office address of the corporation shall be:

16455 N.E. 6th Ave., Miami, Florida 33162; and the initial registered office of the corporation shall be at 16455 N.E. 6th Ave., Miami, Florida 33162, and the registered agent at the said registered office shall be George Gay.

ARTICLE VI - DIRECTORS

This corporation shall have at its inception nine Directors. The number of Directors may be increased or diminished from time to time in accordance with the directives of the membership but shall at no time be less than three in number.

ARTICLE VII - DIRECTORS AND EXECUTIVE COUNCIL

SECTION 1. NUMBER. The affairs of this corporation shall be managed by an Executive Council. The Executive Council at the commencement of this corporation shall be as follows:

| <u>Name</u> | <u>Position</u> |
|-------------------|---------------------------------|
| GEORGE GAY | President |
| ANGEL NUNEZ, ESQ. | Vice-President-Operations |
| RENEE ANCION | Vice-President-Managment |
| JACQUELINE GAY | Vice-President-Coordination |
| DANIEL CALIXTE | Vice-President-Public Relations |

| | |
|----------------|----------------|
| NADIA PIERRE | Vice-President |
| NADEGE QUEVEDO | Treasurer |
| RONI GODWICH | Secretary |

SECTION 2. ELECTION. All nine Directors shall be elected by majority vote of the Executive Council members with voting power in such manner as prescribed in the By-laws, and the Directors shall hold their offices for a one year term and have such powers and duties as may be prescribed by the By-Laws or determined by the Executive Council. Such Election shall be held as soon thereafter as conveniently may be. Each Director shall hold office until his/her successor shall have been duly elected or until he/she shall have been removed or resigned.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the First Board of Directors and officers who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

| <u>NAMES:</u> | <u>TITLE:</u> | <u>ADDRESS:</u> |
|----------------|--------------------|---|
| GEORGE GAY | Executive Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| ANGEL NUNEZ | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| RONI GODWICH | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| JACQUELINE GAY | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |

| | | |
|----------------|----------|---|
| NADEGE QUEVEDO | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| RENEE ANCION | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| DANIEL CALIXTE | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| NADIA PIERRE | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |
| JOHNNY CESAIRE | Director | 16455 N.E. 6th Ave. Miami, Florida 33162 |

ARTICLE IX - SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are:

| | |
|------------|---|
| GEORGE GAY | 16455 N.E. 6th Ave. Miami, Florida 33162 |
|------------|---|

ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be made by the Executive Council and approved by a majority of members thereof. The By-Laws may be altered or rescinded in the same manner and form by a majority of the members of the Executive Council at a special meeting called for this specific purpose.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be proposed in writing by three or more active members and submitted to the Executive Council. Amendments shall be approved by a majority vote of all active members present.

IN WITNESS WHEREOF, we, the undersigned, being the subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation not for profit under the laws of the State of Florida and we hereby make and file these Articles of Incorporation and certify that the facts stated herein are true and correct this 5th day of November, 1997.



GEORGE GAY

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE
DISCHARGE OF HIS DUTIES.

DATED THIS 19th DAY OF November, 1997.




GEORGE GAY - Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared,
George Gay known to me to be the person described in and who executed the foregoing Articles
of Incorporation, who have acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida
this 20 day of November, 1997.



NOTARY PUBLIC

(print or type name of notary)

My commission expires:

Personally known or
identification produced: U.S. Passport



STEVEN M ROTH
My Commission CC354683
Expires Mar. 16, 1998
Bonded by ANB
800-852-5878

FILED
97 DEC 10 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA