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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TWELVE (12) TRIBES FOUNDATION, INC.

AUDIT NUMBER.....H98000000507

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0 PAGES..... 8

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

EMPIRE

SUBJECT: TWELVE (12) TRIBES FOUNDATION, INC.
REF: W98000000527

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Neysa Culligan
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**ARTICLES OF INCORPORATION
OF TWELVE (12) TRIBES FOUNDATION, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation are **TWELVE (12) TRIBES FOUNDATION, INC.** 227 1st Street, Suite # 3, Miami Beach, Florida 33139.

ARTICLE II - CORPORATE PURPOSE

1. The purposes For Which the organization 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 corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other PROVISIONS of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempted 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.

3. Upon the dissolution of the ORGANIZATION, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be

THIS DOCUMENT PREPARED BY:
PHILLIP J. BRUTUS, ESQUIRE
FLORIDA BAR NUMBER: 95071

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distributed to the Federal, State or local government for a public purpose any such assets not so disposed of by competent jurisdiction of the county of which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval provided in the Bylaws of the Corporation.

Section 2: Application for Membership: Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues to the Board of Directors.

Section 3: Termination of Membership: Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - MANAGEMENT

Section 1: The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than four and not more than eight persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2: The Officers of the Corporation shall be a President, one or more vice-presidents, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary.

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These officers shall be nominated and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

NAME	TITLE	STREET ADDRESS
Marie E. Laguerre	President	227 1st Street Suite # C Miami Beach, Florida 33139
Leslie Dalencour	1st Vice-President	227 1st Street Suite # C Miami Beach, Florida 33139
kenneth White	2nd Vice-President	227 1st Street Suite # C Miami Beach, Florida 33139
Phillip J. Brutus, Esquire	Secretary	645 N.E. 127 Street North Miami, Florida 33139
Angela Masson	Treasurer	227 1st Street Suite # C Miami Beach, Florida 33139

ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a

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majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such alteration to the by-laws is to be voted upon whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by two-thirds vote of the members of the Board of Directors present or voting by a proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change of the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to the Articles of Incorporation of non-profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, members. In addition, no part of the income of the corporation shall be distributed to its members, incorporators, directors, and officers; provided that the Corporation may pay compensation in a reasonable amount to its directors, officers, members for services rendered and may benefits upon members in

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conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The subscribers of this Corporation are the same individuals whose names and addresses are enumerated in Article VI above.

ARTICLE I - REGISTERED OFFICE AND REGISTERED AGENT

The above named incorporators desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 227 1st Street, Miami Beach, Florida 33139 and hereby designate and appoint Phillip J. Brutus, Esquire as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and designated.

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE II - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefits of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.

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4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

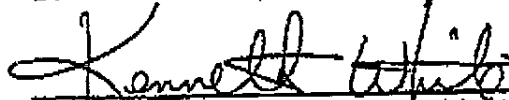
ARTICLE III - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 601 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 03 day of March 1996.


Marie E. Laguerre, President

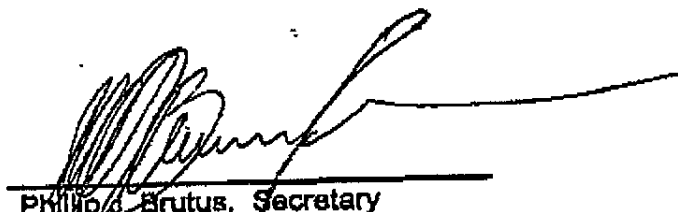

Leslie Dalencour, 1st Vice-President


Kenneth White, 2nd Vice President

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Phillip J. Brutus, Secretary


Angela Masson, Treasurer

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STATE OF FLORIDA)

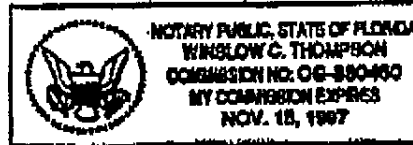
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Marie E. Laguerre, Kenneth White, Phillip J. Brutus, Leslie Dalencour and Angela Masson who presented duly issued Florida driver's licenses showing them to be the persons described in and who executed the foregoing instrument, and they acknowledge before me that they executed said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 7 day of

MARCH, 1996.


NOTARY PUBLIC, STATE OF FLORIDA



REGISTERED AGENT'S CERTIFICATE

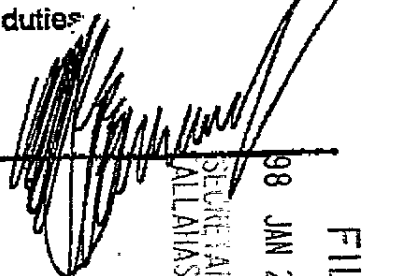
Having been named to accept service of process for the above stated corporation, at the place designated in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 3/7/97

Prepared by:
Phillip J. Brutus, Esq.

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