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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EGBE LUKUMI, INC.

AUDIT NUMBER.....H98000002157

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION PURSUANT TO CHAPTER 617, FLORIDA STATUTES, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I
NAME**

THE NAME SHALL BE:

EGBE LUKUMI, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

THE PRINCIPAL PLACE OF BUSINESS AND THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:

**3345 SOUTH WEST 109TH COURT
MIAMI, FLORIDA 33165**

**ARTICLE III
PURPOSE(S)**

THE SPECIFIC PURPOSE(S) FOR WHICH THE CORPORATION IS ORGANIZED IS (ARE):

SAID ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, CULTURAL AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THE PURPOSE CLAUSE HEREOF.

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Articles Of Incorporation Of: Egbe Lukumi, Inc.

Prepared By: Guillermo Ubieta, Jr.

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**ARTICLE III
PURPOSE(S)**

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NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE ORGANIZATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (b) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (c) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

THE MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED IS AS FOLLOWS:

METHOD OF ELECTION OF DIRECTORS WILL BE STATED IN THE BYLAWS.

**ARTICLE V
LIMITATION OF CORPORATE POWERS:**

THE CORPORATE POWERS OF THIS CORPORATION ARE AS PROVIDED IN SECTION 617.0302, FLORIDA STATUTES, UNLESS LIMITED AS FOLLOWS:

POWERS ARE NOT LIMITED.

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS:**

THE NAME AND THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DALIA Q. MORAN

**3345 SOUTH WEST 109TH COURT
MIAMI, FLORIDA 33165**

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**ARTICLE VII
INCORPORATORS**

SEE INSTRUCTIONS FOR OFFICERS / DIRECTORS

WE AGREE THAT THE MAJORITY OF OUR BOARD OF DIRECTORS WILL BE NON-SALARIED AND WILL NOT BE RELATED TO SALARIED PERSONEL OR TO PARTIES PROVIDING SERVICES. IN ADDITION, THE SALARIED INDIVIDUALS CAN NOT VOTE ON THEIR OWN COMPENSATION AND THAT COMPENSATION DECISIONS WILL BE MADE BY THE BOARD.

THE NAME(S) AND THE STREET ADDRESS(ES) OF THE INCORPORATOR(S) & DIRECTOR(S) FOR THESE ARTICLES OF INCORPORATION IS(ARE):

DIRECTORS:

ADDRESS(ES):

DALIA Q. MORAN
PRESIDENT & DIRECTOR

3345 SOUTH WEST 109TH COURT
MIAMI, FLORIDA 33165

MARIO R. YAQUES
VICE-PRESIDENT & DIRECTOR

900 SOUTH WEST 136TH PLACE
MIAMI, FLORIDA 33184

GUILLERMO UBIETA, JR.
SECRETARY & DIRECTOR

2318 WEST 68TH STREET
HIALEAH, FLORIDA 33016

LIDA E. ACLE
TREASURER & DIRECTOR

3094 SOUTH WEST 63RD AVENUE
MIAMI, FLORIDA 33155

ELADIO ACOSTA
MANAGING DIRECTOR

10319 SOUTH WEST 24TH STREET #209
MIAMI, FLORIDA 33165

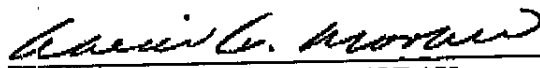
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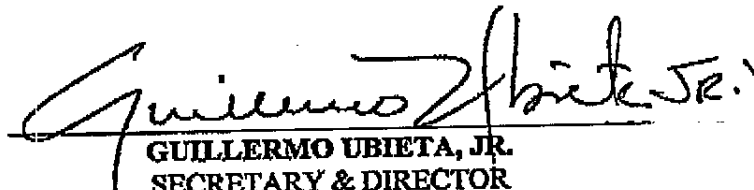
THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS 2ND DAY OF FEBRUARY, 1998.
SIGNATURE(S) OF INCORPORATOR(S):



DALIA Q. MORAN
PRESIDENT & DIRECTOR



MARIO R. XAQUES
VICE-PRESIDENT & DIRECTOR



GUILLERMO UBIETA, JR.
SECRETARY & DIRECTOR



LIDA E. ACLE
TREASURER & DIRECTOR



ELADIO ACOSTA
MANAGING DIRECTOR

NOTE: AFFIXING AN OFFICER TITLE AFTER A SIGNATURE OF AN
INCORPORATOR DOES NOT CONSTITUTE THE DESIGNATION OF OFFICERS.

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**ARTICLE VIII
DISSOLUTION**

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 DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

EGBE LUKUMI, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**DALIA Q. MORAN
3345 SOUTH WEST 109TH COURT
MIAMI, FLORIDA 33165**

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.

Dalia Q. Moran
**DALIA Q. MORAN
2ND DAY OF FEBRUARY, 1998**

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