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November 19, 1997

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

**Re: Articles of Incorporation of
AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of American-Russian Chamber of Commerce, Inc., Certificate of Registered Agent, a copy of the same, and a check in the amount of \$70.00 for the filing fee. Please return a stamped-in copy of the Articles in the self-addressed, stamped envelopes enclosed herewith.

Thank you for your services.

Sincerely,

MARK E. FRIED, P.A.

By

MARK E. FRIED

MEF/mep

Encls.

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APPROVED
AND
FILED
98 MAY -7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 8 1998

**ARTICLES OF INCORPORATION OF
AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be **AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.**

The principal address of the corporation at the time of incorporation is 200 South Biscayne Blvd., Suite 4550, Miami, FL 33131.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

Corporate existence shall commence on date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSES

- (a) To promote trading corporation between Russia and other CIS countries, and the United States.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 200 South Biscayne Blvd., Suite 4550, Miami, FL 33131. The name of the corporation's initial registered agent at the corporation's registered office is GORDON P. STULA.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following two (2) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
Gordon P. Stula	200 South Biscayne Blvd., Ste. 4550 Miami, FL 33131.
Gordon C. Stula	200 South Biscayne Blvd., Ste. 4550 Miami, FL 33131.

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than two (2) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the Board of Directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the incorporators are:

Gordon P. Stula
200 South Biscayne Blvd
Suite 4550
Miami, FL 33131

Gregory C. Stula
200 South Biscayne Blvd.
Suite 4550
Miami, FL 33131

ARTICLE X. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(7) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the Directors, in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

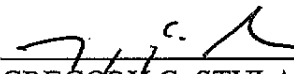
ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporators have executed these Articles of Incorporation on April 20th, 1998.



GORDON P. STULA



GREGORY C. STULA

STATE OF FLORIDA)
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared, **GORDON P. STULA and GREGORY C. STULA**, to me personally known to be the one of the persons who subscribed to the foregoing Articles of Incorporation of **AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.**, and they acknowledged before me that they did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 20 day of April, 1998.

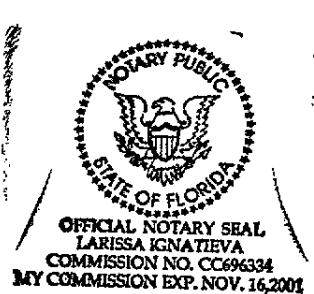
Sworn to and subscribed before me this
20 day of April, 19, 98
by: Gregory Stula, Gordon Stula

Signature of _____

Notary's Name, Printed, Stamped or Typed
Personally Known: X or Produced ID _____
Type of ID produced _____



NOTARY PUBLIC
State of Florida at Large



CERTIFICATE OF REGISTERED AGENT

OF


AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That **AMERICAN-RUSSIAN CHAMBER OF COMMERCE, INC.**, is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, and has named **GORDON P. STULA**, 200 South Biscayne Blvd., Ste. 4550, Miami, FL 33131 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GORDON P. STULA

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA