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SECRET
DIVISION OF CORPORATIONS
98 NOV 30 PM 2:23

KALALOO KULTURAL AND EDUCATIONAL ASSOCIATION, INC.
20316 NW 32ND PATH
MIAMI, FLORIDA 33056
305 688 - 0826

November 10, 1998

Department of State
Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

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*****70.00 *****70.00

**SUBJECT: APPLICATION FOR FORMATION OF A NON PROFIT
ORGANIZATION**

Dear Sir/Madame:

Attached is one original and one copy of Articles of Incorporation for *Kalaloo Kultural and Educational Association, Inc.* Also, included is a money order in the amount of \$70.00 for filing fees.

Hoping that this application is in compliance with the filing requirements.

Sincerely



Shafeeq Muhammad
Registered Agent

789, 2557, 611, 2550
W/98-26051



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

SHAFEEQ MUHAMMAD
20316 N.W. 32ND PATH
MIAMI, FL 33056

SUBJECT: KALALALOO KULTURAL AND EDUCATIONAL ASSOCIATION, INC.
Ref. Number: W98000026051

We have received your document for KALALALOO KULTURAL AND EDUCATIONAL ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 198A00055512

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ARTICLES OF INCORPORATION

FOR

KALALOO KULTURAL AND EDUCATIONAL ASSOCIATION, INC.

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 of the corporation shall be: **KALALOO KULTURAL AND**
EDUCATIONAL ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
20316 NW 32nd PATH
MIAMI, FL 33056

ARTICLE III
PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

The primary purpose of this organization is to promote the arts and cultures of the Afro - Caribbean people, through the implementation of various educational programs and activities, and the training of adults, young adults and youth in understanding and obtaining knowledge of Caribbean arts and cultures.

The major focus of this organization is to promote knowledge and understanding of the Afro Caribbean heritage and their contributions to modern day societies.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The Board of Directors shall consist of three members in good financial standing within the organization who will be elected by the incorporators by a majority vote.

The Board of Directors will hold that position for a period of five years (5) and could be re - elected by financial members upon completion of their term in office.

The Board of Directors shall be responsible for scheduling monthly meetings and overseeing the affairs of the organization.

The Board of Directors will be responsible for electing an Executive Director, Secretary and Treasurer and outlining the detailed functions for all positions as well as the organization's members.

The Board of Directors will be responsible for the establishment of all by - laws of the organization as well as the legal, financial and operational functions of the organization.

The Board of Directors will be governed by the organization's by - laws and the laws governing the State of Florida.

Citizens/Residents will be allowed to become members by completing membership applications and complying with the financial and organizational procedures as established by the by - laws.

Members will be allowed all rights and privileges established by the organization.

Members will maintain the rights to terminate membership at any time without any constraints and without refunds of membership fees.

Membership cannot be transferred.

Assets will be equally distributed to all financial members upon dissolution of the organization.

All members will enjoy the same status of active financial members. There will be no differential treatment of members.

The names and addresses of all members will be filed and retained by the secretary of the organization.

The organization will not be aligned to any national or international association subject to the guidelines of any organization, except the State of Florida and that of the United States government.

The Board of Directors will meet once monthly at the organization's headquarters.

Members will be notified at least one month in advance of the dates, times and procedures of all general meetings.

A quorum will be established by the Board of Directors who will be responsible to the members for all organizational transactions.

Members will be required to vote on matters established by the Board of Directors.

Only members present at meetings will be allowed to vote on issues stipulated by the Board of Directors.

The Director will be responsible for all daily operations of the organization and will report to the Board of Directors monthly.

The Board of Directors will be responsible for all proceedings at meetings.

All members will be allowed to be informed of their respective duties by the Director.

The Director will be held responsible for addressing all issues presented by members.

Members will be informed of their financial duties, organizational procedures and obligations by the Director.

The Secretary will be responsible for all minutes and agency's correspondence and will be present at all meetings.

The Treasurer will be required to attend all meetings and provide updated financial information to members quarterly and Board of Directors monthly.

All organization documents are to be kept on the premises of the organization for a period of at least five (5) years.

Vacancies will be filled by a majority vote by the Board of Directors.

The Board of Directors will retain the right to amend all by - laws as deemed necessary.

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

SHAFEEQ MUHAMMAD
20316 NW 32ND PATH
MIAMI, FL 33056
305 - 688 - 0826

SIGNATURE: Shafeeq Muhammad
DATE: 11/11/98

ARTICLE VI
INCORPORATOR(S)

The name(s) and address(es) of the Incorporator(s):

The undersigned incorporators have executed these Articles of Incorporation this 11th day of NOVEMBER, 1998.

Signatures of Incorporators.

Shafeeq Muhammad

Shafeeq Muhammad
20316 NW 32nd Path
Miami, FL 33056

Monica Barrow

Monica Barrow
1840 NE 142nd Street
Miami, FL 33181

Tyrone Williamson

Tyrone Williamson
19110 NW 12th Ave
Miami, FL 33169

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

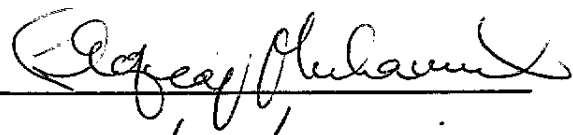
1. The name of the corporation is: KALALOO KULTURAL AND
EDUCATIONAL ASSOCIATION, INC

2. The name and address of the registered agent and office is:

SHAFEEQ MUHAMMAD
(Name)
20316 N.W. 32ND PATH.
(P.O. Box NOT acceptable)
MIAMI, FLORIDA 33056
(City/State/Zip)

FILED
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DIVISION
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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.

SIGNATURE 
DATE 11/25/98