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November 24, 1998

Via Federal Express
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002696671--2
-11/25/98--01061--025
****131.25 *****87.50

Re: Haitian Heritage Association, Inc.

Dear Sir/Madam:

Please find enclosed herewith via FEDEX an original and a copy of the Articles of Incorporation and Registered Agent for Review and filing of record.

We are enclosing a check in the amount of \$131.25 for filing fee, certified copy of Articles and certificate.

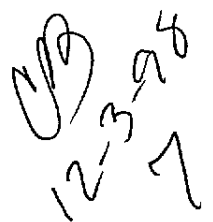
Upon review, if you shall require any further assistance, you are authorized to call this office collect at (954)236-0202 or (954) 742-2828

Please be kind enough to return to us a certified copy of the requested Articles of Incorporation to our Office via federal Express using the pre-addressed bill which payment shall be directly billed to our office account via Fedex.

Sincerely,


Carlo Jean-Joseph, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12-3-98

**ARTICLES OF INCORPORATION OF
HAITIAN HERITAGE ASSOCIATION, INC
A NON-PROFIT CORPORATION**

The undersigned natural person, competent and acting hereby as Incorporator for the purpose of forming a Corporation under the provisions of Section 617, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this corporation shall be:

HAITIAN HERITAGE ASSOCIATION, INC.

II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be:

**6863 N. MIAMI AVE.
MIAMI, FLORIDA 33150**

III. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To consult, advise, prepare promote and inform the general public about Haitian nationals and their culture in the State of Florida, the United States and Internationally. To perform whatever other tasks and services may be required in conjunction with or in addition to said services
2. To publish and disseminate cultural nespapers, books, tracts and other publications to accomplish the dissemination of Haitan culture and to obtain funds by gifts, collection bequests, and otherwise for the diffusion of such literature
3. The purpose for which this corporation is formed shall be educational, philanthropic and civic.

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TALLAHASSEE, FLORIDA

4. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.

IV. TAX EXEMPT STATUS

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary and involuntary or by operation of law;

A. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereafter sometimes referred to as "the Code").

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively philanthropic, charitable, educational, literary or within the meaning of Section 501(c)(3) of the Code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

E. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Code.

F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons or inure to or be used for, accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).

G. No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

H. Notwithstanding any other provision of these articles, if at any time or times the corporation shall be a "private foundation" as defined in section 509 of the code, then during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942 of the Code; shall not engage in any act or self-dealing, as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in any manner as to subject the corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal revenue Code and shall be "publicly supported" within the meaning of that Code.

2. Any references herein to any provision of the Code shall be deemed to mean such provision as now hereafter existing, amended, supplemented, or superseded, as the case may be.

V. DURATION

The corporation shall have perpetual existence.

VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of this corporation's initial registered office is:

**MOLINA CYNTHIA BLANC
6863 N. MIAMI AVE.
MIAMI, FLORIDA 33150**

VII. INCORPORATOR

The name and address of the Incorporator is as follows:

**MOLINA CYNTHIA BLANC
6863 N. MIAMI AVE.
MIAMI, FLORIDA 33150**

VIII. DIRECTORS

The corporation shall have an initial Board of Directors consisting of three people. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one.

IX. MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the Bylaws of this corporation.

X. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described as 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.


XI. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing corporations.

XII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 24th day of November, 1998.



Moluna BLANCO

STATE OF FLORIDA
COUNTY OF BROWARD

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

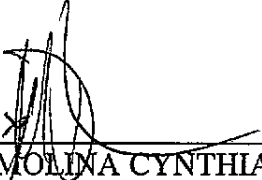
1. The name of the corporation is:

HAITIAN HERITAGE ASSOCIATION, INC.

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

MOLINA CYNTHIA BLANC
6863 N. MIAMI AVE.
MIAMI, FL 33150

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 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.



MOLINA CYNTHIA BLANC

n/10/98
Date: _____

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TALLAHASSEE, FLORIDA