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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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Phone : (305)672-0686
Fax Number : (305)672-9110

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BASIC AMENDMENT

PROJECT AFRIC RURAL DEVELOPMENT INTERNATIONAL, INC.

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Article 6

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Amended and Restated Articles of Incorporation

These Amended and Restated Articles of Incorporation were adopted effective July 26, 2000 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

The name of this Florida not-for-profit corporation is:

Project Afric Rural Development International, Inc.

Article II. Duration

The Corporation will exist perpetually.

Article III. Address

The mailing address of the Corporation is:

Project Afric Rural Development International, Inc.
530 S.W. 11th Drive
Deerfield Beach, FL 33441

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Article IV. Registered Agent

The street address of the initial registered agent of the Corporation is 530 S.W. 11th Drive, Deerfield Beach, Florida 33441 and the Corporation's initial registered agent at that address is Clemence Kwami Doku.

Article V. Membership

The qualification for members of the Corporation and the manner of their admission shall be regulated by the Bylaws.

Article VI. Purpose

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable,

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scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Within the scope of the foregoing, the Corporation is specifically organized and empowered:

1. To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes, such funds as may from time to time be given to any person, persons or corporations; and receive gifts and make financial and other types of contributions and assistance to scientific, educational, literary, charitable and religious organizations; and
2. To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose and permitted under the laws of the State of Florida and of the United States; and

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The names and addresses of the members of the Corporation's initial Board of Directors are:

1. Clemence Kwami Doku
530 S.W. 11th Drive
Deerfield Beach, Florida 33441
2. Bill Cocke
748 N.W. 12th Avenue
Boca Raton, Florida 33486
3. Thomas Fredson Mawudzro
2013 S.W. 87th Place
Miami, Florida 33184

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Article VIII. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Amendments

The Corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law.

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Article XI. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Project Afric Rural Development International, Inc.

By: 
By R.A. Reyes as attorney-in-fact

Name: Clemence Kwami Doku
Title: Chairman of the Board of Directors

Date: July 26, 2000

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

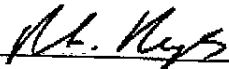
CORPORATION:

Project Afric Rural Development International, Inc.

REGISTERED AGENT/OFFICE:

Clemence Kwami Doku
530 S.W. 11th Drive
Deerfield Beach FL 33441

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Clemence Kwami Doku
by R.A. Reyes as attorney-in-fact

Date: July 26, 2000

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