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ACCOUNTING & TAX SERVICES, INC.

BOOKKEEPING • ACCOUNTING • PAYROLL • INCOME TAX

1900 WEST COMMERCIAL BLVD., SUITE 100 • FORT LAUDERDALE, FL 33309 • (954) 776-3339 • FAX (954) 776-6218

October 19, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

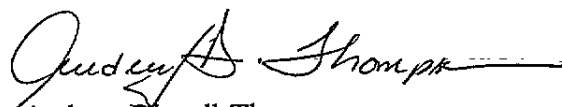
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*****78.75 *****78.75

To Whom It May Concern:

Please find enclosed check in the amount of Seventy Eight dollars and Seventy Five Cents (\$78.75), for filing the attached Articles of Incorporation (Non-Profit)(Jamaica National Institute for Change, Inc.).

Should there be any questions, please do not hesitate to call me (954) 776-3339.

Sincerely,



Audrey Dinnall-Thompson
Encl.

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99 OCT 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
NON-PROFIT**

OF

THE JAMAICAN NATIONAL INSTITUTE FOR CHANGE, INC.

The undersigned, for the purpose of forming a Non-profit Corporation pursuant to Florida law, Section 617 hereby certifies as follows:

ARTICLE I: NAME

The name of the corporation shall be:

THE JAMAICAN NATIONAL INSTITUTE FOR CHANGE, INC.

ARTICLE II: TERM OF EXISTENCE AND CORPORATE POWERS

This corporation shall exist perpetually, and the corporate powers of this corporation are provided in the SECTION 617.0302, FLORIDA STATUE.

ARTICLE III: PURPOSE

The corporation is organized exclusively for charitable purposes including, but not limited to, establishment of a membership organization, dedicated to promoting the welfare of Jamaicans at home and abroad, through programs emphasizing cultural, social, economic and civic involvement in our various communities without regard to age, sex, color, national origin or political affiliation within the meaning of section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV: LOCATION

The principal office of the corporation in the State of Florida is located:

1900 W Commercial Blvd., #151
Ft. Lauderdale, FL 33309

The Corporation's mailing address is:

P.O. Box 590188,
Ft. Lauderdale, FL 33359

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent to these Articles is:

ABB Accounting and Tax Services, Inc.
1900 W Commercial Blvd., #151
Ft. Lauderdale, FL 33309

ARTICLE VI: QUALIFICATION OF MEMBERS

Individuals who are willing to promote the purpose of this corporation shall be freely admitted as members to the Corporation. The qualification of members shall be set by the by-laws of the corporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Bylaws shall provide the method of election of all Directors, and the numbers of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three (3). The initial Board of Directors shall have eleven (11) members whose names and addresses are:

Keith A. Chanroo
11089 Blue Coral Drive
Boca Raton, FL 33498

Mark A. Clarke
6068 Royal Birkdale Drive
Lake Worth, FL 33463

Derwent Donaldson
3900 Cypress Lake Drive
Lake Worth, FL 33467

Karlin Donegal
5111 NW 104th Ave
Coral Springs, FL 33076

Norman Magee
2911 Devonwood Ave
Miramar, FL 33025

Oliver McDonald
18001 N.W. 16th St.
Pembroke Pines, FL 33029

Mark Munroe
7136 N.W. 78th Place
Parkland, FL 33067

Mishka Peralto
7081 N.W. 16th St., #B420
Plantation, FL 33313

Harold Ramcharan
16731 N.W. 15th Street
Pembroke Pines, FL 33028

Bryan Smith
12820 W. Golf Drive
Miami, FL 33167

Keith Thompson
4740 Concordia Lane
Boynton Beach, FL 33436

ARTICLE VIII: OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Keith Thompson	4740 Concordia Lane, Boynton Beach, FL 33436
Vice President	Derwent Donaldson	3900 Cypress Lake Drive, Lake Worth, FL 33467
Secretary	Mark A. Clarke	6068 Royal Birkdale Drive, Lake Worth, FL 33463
Treasurer	Harold Ramcharan	16731 NW 15 th Street, Pembroke Pines, FL 33028

ARTICLE IX: INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Keith Thompson
4740 Concordia Lane
Boynton Beach, FL 33436

Derwent Donaldson
3900 Cypress Lake Drive
Lake Worth, FL 33467

Mark A. Clarke
6068 Royal Birkdale Drive
Lake Worth, FL 33463

ARTICLE X: GENERAL

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

All income and assets of the corporation, over and above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors in accordance with the relevant FLORIDA STATUTES AND INTERNAL REVENUE CODE.

This Corporation shall pay no dividends to its incorporators, directors or officers. In addition, no part of the income of the Corporation shall be distributed to its directors, officers or incorporators, provided that the Corporation may pay compensation in a reasonable amount to its directors and officers for services rendered.

ARTICLE XI: PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII: DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of the Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations described in Section 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

State of Florida

County of Broward.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14th day of October, 1999.

Keith Thompson
Keith Thompson

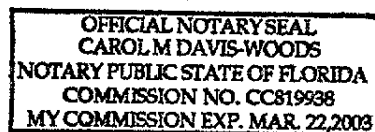
Derwent Donaldson
Derwent Donaldson

Mark A. Clarke
Mark A. Clarke

Before Me, The undersigned authority, personally appeared the above incorporator who is well known to me to be the person described herein who subscribes to the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purpose therein expressed.

The foregoing Articles of Incorporation were acknowledged before me this 14th day of October, 1999.

Carol Davis-Woods
NOTARY PUBLIC, STATE OF FLORIDA



FILED
99 OCT 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provision of Section 60.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

The Name of the corporation is:

The Jamaican National Institute for Change, Inc.

The Name and address of the registered agent and office is:

**ABB Accounting and Tax Services, Inc.
1900 W Commercial Blvd., #151
Ft Lauderdale, FL 33309**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and completed performance of my duties, and I accept the duties and obligations of Section 607.325, of the Florida Statutes.

Judith B. Shomp
Registered agent's signature
October 14th 1999
Date

State of Florida
County of Broward

Carol Davis-Woods
NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
CAROL M DAVIS-WOODS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC819938
MY COMMISSION EXP. MAR. 22, 2003