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December 14, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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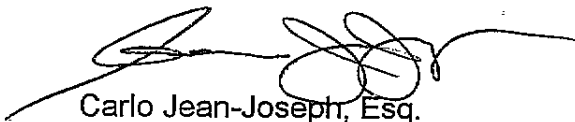
Re: Incorporation of Our Lady of Haiti Foundation, Inc.

Dear Sir/madam:

Enclosed please find three (3) copies of the Articles of Incorporation and Certificate of Designation of registered Agent, along with a return envelopes and filing fees for " Our Lady of Haiti Foundation, Inc." . Please return the certified copies and certificates in the enclosed envelope.

Please feel free to contact me at the above number if you have any questions or comments.

Sincerely,



Carlo Jean-Joseph, Esq.

cc: Client

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
OUR LADY OF HAITI FOUNDATION, INC**

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 OF CORPORATION**

The name of the corporation shall be: OUR LADY OF HAITI FOUNDATION, INC.

**ARTICLE II
CORPORATION NOT ONE FOR PROFIT**

This corporation is not organized for profit and shall have no capital stock.

**ARTICLE III
PERPETUAL EXISTENCE**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE IV
PURPOSE**

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

1. To establish and maintain an organization that will provide a place of abode for destitutes and the homeless in Haiti; to establish, maintain and conduct schools for the poor and to further other charitable work and to that end the organization may adopt and establish bylaws, and make all rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law and not inconsistent with these articles of incorporation; and, to take, manage, hold and dispose of the property, real and personal of the corporation.

2. To consult, advise, prepare, promote and inform the general public about the organization's activities and to obtain funds by gifts, collection, bequests and otherwise to provide such services.

3. The purpose for which this corporation is formed shall be educational, philanthropic and civic.

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TALLAHASSEE, FLORIDA

4. The corporation shall have the power to organize, conduct and supervise BRANCHES throughout Florida, the United States and Internationally, including HAITI, which branches shall have the same powers as are conferred in these articles, but shall be subject to and under the control of these articles.

5. To enlist and organize men and women to labor on behalf of needy and destitute men, women and children in all parts of HAITI without distinction of race and to cooperate with other societies and agencies that perform such work; to instruct the ignorant and unfortunate in the practice of industry and economy and in the principle of sanitary laws and morality.

6. To acquire or purchase property or erect such buildings as are necessary for the above mentioned purposes.

7. To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation and the fostering of Christian Fellowship.

ARTICLE V TAX EXEMPT STATUS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or 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 referred to as " the Code "), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

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, literary or educational 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 for 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 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 activity which is unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal revenue Code of 1954.

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 persons or inure to, or be used for, accrue to or for 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 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; it shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code; it shall not retain any excess business holdings as defined in Section 4943(c) of the Code; it shall not make any investments in any manner as to subject the corporation to tax under Section 4944 of the Code; and it 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 Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE VI
BOARD OF DIRECTORS

1. The management of this association shall be vested in a Board of Directors of not less than (3) three nor more than twenty-one directors chosen by ballot from the active members, which shall organize departments and branches and shall have supervision of all work of the corporation and shall make contract and leases.

2. One-third of the Board of Directors shall be elected by ballot, cast by the active members of the association at each annual meeting to serve for a period of three years. The Board shall have the power to fill any vacancy occurring in the interim of annual meetings. After the establishing of more than three (3) Branches, not more than one third of the Board of Directors shall be members of any one Branch.

3. The control and management of the affairs of this corporation shall be vested in a Board of Directors or not less than three nor more than twenty-five and the names of those selected to serve beginning with the incorporation of this corporation and until their successors shall be chosen. The Board of Directors shall be elected at a regular annual meeting of the Directors which shall be held at such place within the State of Florida as shall be determined by the Board of Directors each year commencing with the year 2000 a date selected by the Board of Directors, and each Director shall hold office for a term of (3) three years or until his or her successor shall have been elected and qualified.

The Board of Directors shall have the right to increase and decrease within the limits above set forth the number of directors of the corporation and shall have the right to fill any vacancy in the Board of Directors in the manner provided in the bylaws. The Board of Directors shall have full power to adopt, alter and amend bylaws and to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers designated.

The Board of Directors shall elect a president, one or more vice-presidents, a secretary and a treasurer, any two of which offices other than the office of the President and vice-president or president and secretary may be held by one person. The time and method of electing such officers and the length of the term of their office shall be fixed in the bylaws. The president and vice-president elected shall be members of the Board of Directors, but the Secretary and treasurer need not be members of the Board of Directors. In addition, the Board of directors may engage the services of such other employees, including but not limited to an executive secretary and or managing director as may from time to time be deemed necessary or advisable for the objects and purposes of the corporation.

The Board of Directors may appoint an executive committee which shall possess and may exercise the powers of the Board of Directors in the management of the Board of Directors.

ARTICLE VII
MEMBERSHIP IN CORPORATION

The members of this corporation shall consist of the persons named as incorporators and such other persons as from time to time may become members in the manner provided by the Bylaws.

ARTICLE VIII
VOTING RIGHTS

The voting power and the property rights and interests of all members shall be equal. Each membership shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation entitled to vote at any meeting of the members may be represented and vote by proxy.

Members may have one vote for each membership held by him or her.

ARTICLE VIII
FORFEITURE

A. Any member who shall fail to comply with requirements of bylaws or rules and regulations made pursuant to bylaws shall if the board of Directors by majority vote so determine, forfeit his or her membership and any and all rights and privileges in this corporation and its property.

B. Any person ceasing to be a member, whether voluntarily or by exclusion or by death, shall forfeit all rights and privileges of membership and all rights and claim in and to property of the corporation and all of his or her interest in such property shall vest in the corporation absolutely.

ARTICLE IX
NONPOLITICAL

The corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation nor shall any of its funds, property or income be contributed to any undertaking, a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address and city of the initial registered office of the corporation is and the name of its initial registered agent at such address is

CHANTAL BENNETT : 7195 NW 179th Street, #112, Hialeah, FL 33015

ARTICLE XI
INITIAL BOARD OF DIRECTORS

The number of the Directors constituting the initial Board of Directors of the corporation is five (5), and the name and addresses of the persons who are to serve as the initial directors are:

Names:	Address:
1. Chantal Bennett	7195 NW 179th Street, #112, Hialeah, FI 33015
2. Frantz Bennett	7195 NW 179th Street, #112, Hialeah, FI 33015
3. Christian Mourra	7195 NW 179th Street, #112, Hialeah, FI 33015
4. Ernest Bennett	7195 NW 179th Street, #112, Hialeah, FI 33015
5. Guy Rocher	7195 NW 179th Street, #112, Hialeah, FI 33015

ARTICLE XII
OFFICERS

The initial officers of the corporation are:

1. Chantal Bennett	7195 NW 179th Street, #112, Hialeah, FI 33015
2. Frantz Bennett	7195 NW 179th Street, #112, Hialeah, FI 33015
3. Christian Mourra	7195 NW 179th Street, #112, Hialeah, FI 33015
4. Ernest Mourra	7195 NW 179th Street, #112, Hialeah, FI 33015
5. Guy Rocher	7195 NW 179th Street, 3112, Hialeah, FI 33015

ARTICLE XIII
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 in Sections 501(c)(3) and 170(c)(2) of the Internal revenue Code of 1954 or corresponding sections of any prior or future law, of the Federal, State or Local Government for exclusive public purpose.

ARTICLE XIV
INCORPORATORS

The name and address of each incorporator is:

Name:

Address:

- | | |
|----------------------|-------------------------------------------------|
| 1. Chantal Bennett | 7195 NW 179th Street, #112, Hialeah, FI 33015 |
| 2. Florence Merceron | 105 NW 109th Ave, #302, Pemboke Pines, FI 33026 |

The undersigned incorporator has executed these Articles of Incorporation this _____ day of December, 1999.

Signature of Incorporators:

Chantal Bennett
Chantal Bennett

Florence J. Merceron
Florence Merceron

Before me, the undersigned authority, personally appeared:

Chantal Bennett who produced a Florida Driver's License # H600-102-57-603-0

Florence Merceron who produced an Haitian passport # HAB 5329P

and who executed the foregoing instrument, and they acknowledged before me under oath that they executed said instrument.

WITNESS my hand and official seal in the aforesaid county and state, this 12th day of December, 1999.

Carlo Jean-Joseph
Notary Public



CARLO JEAN-JOSEPH
My Commission CC525577
Expires Jan. 18, 2000

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

Pursuant to the provisions of Section 607.0501, 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.

The name of the corporation is : Our Lady of Haiti Foundation, Inc.

The name of the registereg agent and office is :

CHANTAL BENNETT
Name

7195 NW 179TH STREET. #112
Address (PO Box Not Acceptable)

Hialeah, Florida 33015
City, State, Zip Code

Having been named to accept service of p[rocess for the above stated corporation, at the place designated in this certificate. I hereby agree to act in this capacity and i further agree to ocmply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 12-12-99

Chantal Bennett
Chantal Bennett

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