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ATTORNEYS AT LAW
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ORLANDO, FLORIDA 32803
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FILED

02 OCT 14 AM 10:54

SECRET STATE
TALLAHASSEE, FLORIDA

JAMES W. SEARS
CERTIFIED MEDIATOR

MELISSA D. MUNROE

October 8, 2002

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Spirit of Africa, Inc.

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-10/14/02--01058--002
*****78.75 *****78.75

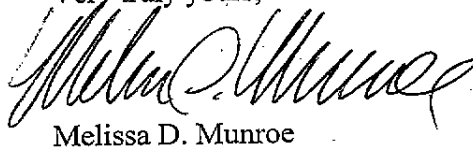
Dear Sir or Madame:

Enclosed herein is the duly executed original and a copy of the Articles of Incorporation of the proposed corporation Spirit of Africa, Inc. and a check in the amount of \$78.75 for payment of costs involved in filing this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the copy, certify and return said copy to this office at your earliest convenience.

Thank you so much for your assistance in this matter.

Very truly yours,



Melissa D. Munroe

enclosures

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ARTICLES OF INCORPORATION
OF
SPIRIT OF AFRICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this Corporation is SPIRIT OF AFRICA, INC.

ARTICLE II. - DURATION

This Corporation shall exist perpetually.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business or activities at any of its branches at one or more offices or agencies, both within and without the State of Florida, in any and all other states, territories and colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

ARTICLE IV. - CAPITAL STOCK

The amount of paid capital with which the Corporation will commence business is
ONE THOUSAND and NO/100 (\$1,000.00) DOLLARS.

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of
Common Stock of ONE and NO/100 (\$1.00) DOLLARS per share par value which shall be
designated Common Shares.

ARTICLE V. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which the stock is offered to others.

ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall be conducted and managed by One (1) Director. The number of Directors may be fixed from time to time by the By-Laws of the Corporation but shall never be less than one.

The name and address of the initial Directors of this Corporation and their respective office is:

KEVIN D. MUNROE.....President/Treasurer/Director
2813 S. Hiawassee, #201
Orlando, FL 32835

ARTICLE VII. - INCORPORATORS

The name and place of residence of the original subscriber of the capital stock, number of shares subscribed and the value of the consideration therefor which subscriber agrees to take is as follows:

KEVIN D. MUNROE, 2813 S. Hiawassee, Suite 201, Orlando, FL 32835
760..... shares of stock at \$1.00 per share

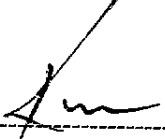
DUDLEY POWERS, 2813 S. Hiawassee, Suite 201, Orlando, FL 32835
240..... shares of stock at \$1.00 per share

ARTICLE VIII. - BY-LAWS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner as hereunder prescribed by statutes,

and all rights conferred on Stockholders herein are granted subject to this reservation.

The undersigned, being the Original Subscriber to the capital stock hereinabove named, for the purpose of forming a Corporation to do business within the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and so respectively agree to take the number of shares of stock hereinabove set forth and accordingly have hereunto set my hand and seal, this 8 day of October, 2002.




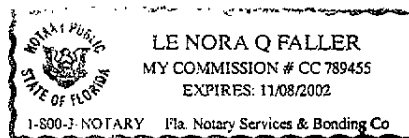
KEVIN D. MUNROE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, personally appeared KEVIN D. MUNROE, to me known, and he acknowledges that he is the person who made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal this 8th day of October, 2002.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

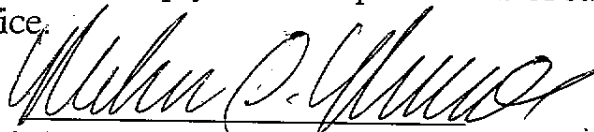
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SPIRIT OF AFRICA, INC. is a Corporation organized under the Laws
of the State of Florida and the following is submitted in compliance with
Chapter 48.091, Florida Statutes.

The Principal Office of this Corporation is located in the City of
Orlando, County of Orange, State of Florida, its Post Office address, 2813 S.
Hiawassee, Suite 201, Orlando, FL 32835, and has named MELISSA D.
MUNROE, 511 N. Ferncreek Avenue, Orlando, FL 32803, as its registered
Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept Service of Process for the above stated
corporation, at the place designated in the Articles of Incorporation, I hereby
accept to act in this capacity and agree to comply with the provisions of said
act relative to keeping open said office.



MELISSA D. MUNROE as
Registered Agent