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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/	Director	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report	Foreign		
Fictitious Name	Limited Partnership		1-12
Name Reservation	Reinstatement)
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U.S. IMDUSTRIAL CARIBBEAN DEVELOPMENT, INCORPORATED

ARTICLE I

The name of this Corporation is:

U.S. INDUSTRIAL CARIBBEAN DEVELOPMENT, INCORPORATED

ARTICLE II

This Corporation is organized for the purpose of spreading the Gospel of Jesus Christ around the world. It will engage in the business of acquiring, storing, distributing, manufacturing and marketing of products; offering Professional and Consulting Services; owning and or operating Educational Institutions and Programs, and any and all other lawful business. This Corporation is not to be construed to be a Not-for-profit Corporation, and will not be obligated to observe those laws, rules, and regulations unique to Not-for-profit corporations, even though the intent is to use some or all of the profit of this Corporation to fund Christian Not-for-profit ventures, which result in the winning of souls to a saving knowledge of Jesus Christ.

ARTICLE III

This Corporation is authorized to issue TWENTY-FIVE MILLION (25,000,000), (\$0.0001) par value common stock, which shall be designated "Common Shares", which is the only class of stock.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

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

ARTICLE VI

The street address of this Corporation is: 1175 N.E. 125TH STREET, SUITE 613, NORTH MIAMI, FLORIDA 3316 AND the name of the initial registered agent of this Corporation at that address is PHIPPS ST HILAIRE.

ARTICLE VII

This Corporation shall have one Directo initially. The number of Directors may be increased from time to time by the by-laws but shall not be less than one. The name and address of the initial Director of this Corporation is:

PHIPPS ST HILAIRE 1175 N.E. 125TH STPEET SUITE 613 NORTH MIAMI. FLOPIDA (31)

ARTICLE 7111

The name and address of the person (Incorporator: S. January these articles is:

PHIPPS ST HILAIRE 1175 N.E. 125TH STREET - SUITE FIRE NORTH MIAMI, FLORIDA 33161

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ARTICLE IX

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation. Every amendment shall be approved by the Directors, and shall be approved at a stockholders meeting by the majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a cortain amendment be made to these Articles.

ARTICLE X

The period of duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 11 day of January, 1995.

PHIPS ST. HILAIRE

Incorporator and Rogistered-Agent

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared PHIPPS ST HILAIRE, who is well known to me to be the person described herein who subscribed to the above Articles of Incorporation.

in witness whereof, I have hereunto set my hand and official seal in Hollywood, Florida in said Broward County, Florida, this 118 day of January, 1995.

My commission expires:

OFFICIAL NSEALTY
MICHIE PROCTOR
My Commission Expires
May 23, 1997
Comm. No. CC 288871

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STATE OF FLORIDA

DEPARTMENT OF STATE

domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

THE FOLLOWING is submitted in comp lance with Section 48.091 Florida Statutes:

U.S. INDUSTRIAL CARIBBEAN DEVELOPMENT, INCORPORATED

a Corporation organizing under the Laws of the State of Florida with its principal office at 1175 N.E. 125th Street, Suite 613, North Miami, Florida 33161, has named Phipps St Hilaire of 1175 N.E. 125th Street, Suite 613, forth Miami, Florida 33161, as its agent to accept service of process with this State.

OFFICERS:

PHIPPS ST HILAIRE, President/Secretary/Treasu er, 1175 N.E. 125th Street, Suite 613, North Miami, Florida 33161

ACCEPTANCE:

I agree as Resident Agent to accept service of process; to keep an office open during prescribed hours; to post my name and any other officers of said Corporation authorized to accept service of process at the above design; ted Florida address in some conspicuous place in the office as required by Law.

PHINPS ST HI WIKE