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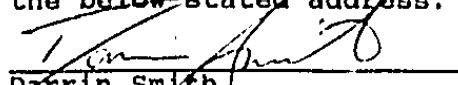
March 17, 1995

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

SECRET
03/20/95 101070-0005
***122.50 ***122.50

SUBJECT: THE BLACK MILLIONAIRES ASSOCIATION, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please forward the certified copy of the articles to the below-stated address.


Darrin Smith

2230 N.W. 174th Terr.
Miami, FL 33056
(305) 444-0151

FILED
1995 MAR 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE BLACK MILLIONAIRES ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to the corporate laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

THE BLACK MILLIONAIRES ASSOCIATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2230 N.W. 174th Terrace, Miami, FL 33056

ARTICLE III STATEMENT OF PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV DURATION OF CORPORATION

The corporation shall have perpetual existence unless dissolved according to Florida law.

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares of common stock, par value of \$1.00 per share

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Leonardo D. Starke, 3340 McDonald Street, Miami, FL 33133

FILED
1995 MAR 20 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

DARRIN SMITH 2230 N.W. 174th Terr., Miami, FL 33056

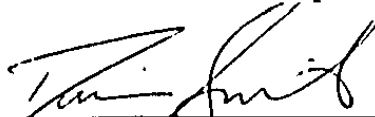
ARTICLE VIII INITIAL BOARD OF DIRECTORS

The Corporation shall have 1 director(s) initially. The number of Director(s) may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than 1.

The names and addresses of the initial Board of Directors are:

1. DARRIN SMITH 2230 N.W. 174th Terrace, Miami, FL 33056

The undersigned has executed these Articles of Incorporation this 17th day of March, 1995.




DARRIN SMITH, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

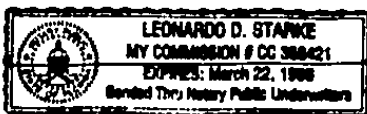
I do hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Darrin Smith, to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17th day of MARCH, 1995.



Notary Public
State of Florida at Large

My Commission Expires:



(Seal)

CERTIFICATE OF DESIGNATION

REGISTERED AGENT

OF

THE BLACK MILLIONAIRES ASSOCIATION, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2230 N.W. 174th Terrace, Miami, FL 33056 has named Leonardo D. Starke, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for **THE BLACK MILLIONAIRES ASSOCIATION, INC.**, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Leonardo D. Starke

3/17/95

Date: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 MAR 20 PM 1:29

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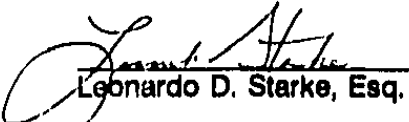
March 12, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600001758676
-03/26/96--01174--004
*****87.50 *****87.50

SUBJECT: International Association of Black Millionaires, Inc.

I enclose an original and one(1) copy of the Articles of Amendment to the Articles of Incorporation for the above corporation and a check in the amount of \$87.50. Please forward the certified copy of the Articles to the below stated address in the overnight mail package enclosed.


Leonardo D. Starke, Esq.

3340 McDonald Street
Miami, FL 33133
(305)444-0151

FILED
96 MAR 26 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFS
3-29-96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 MAR 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE BLACK MILLIONAIRES ASSOCIATION, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I - NAME is being amended to:

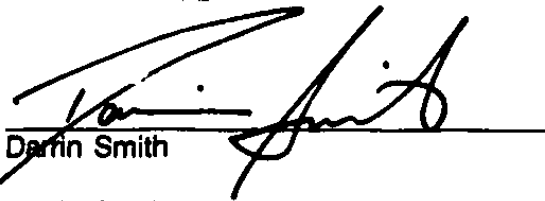
INTERNATIONAL ASSOCIATION OF BLACK MILLIONAIRES, INC.

SECOND: The date of the Amendment adoption is **March 4, 1996**.

THIRD: Adoption of Amendment:

The Amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 4th day of March, 1996.



Darrin Smith

Darrin Smith

President