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STATE OF FLORIDA
409 EAST MAIN ST. REF. SUITE 200
TALLAHASSEE, FL 32309 MIAMI, FL 33135
FAX: (904) 922-1000 CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

((H96000001400))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AFRICARE, INC.

FAX AUDIT NUMBER: H96000001400

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/29/1996

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ARTICLES OF INCORPORATION OF

AFRICARE, INC.

ARTICLE ONE

The name of this corporation shall be:

AFRICARE, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

The amount of capital with which the corporation shall begin business shall not be less than FIVE HUNDRED DOLLARS, (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

This corporation shall at all times have at least ONE (1) Director. The stockholders of this corporation may, from time to time, and at any time increase or diminish the size of this corporation's board of directors, provided that the corporation shall at all times have a minimum of ONE (1) Director.

ARTICLE SIX

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

This corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this corporation shall be known as common stock.

PREPARED BY: ANTONIO M. AGUILERA, ESQ. FB# 0459836
701 BRICKELL AVENUE, #3260
MIAMI, FLORIDA 33131 (305) 536. 8804

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B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is FIVE HUNDRED shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00) per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 51%

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

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Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, Stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

The name and address of the initial directors and shareholders are as follows:

DIRECTORS

Bukasa T. Kalombo

7700 N. Kendall Drive, #704
Miami, Florida 33156

Arsenio Escobar

9740 SW 3rd Street
Miami, Florida 33174

SHAREHOLDERS

Bukasa T. Kalombo,
as to 49%

7700 N. Kendall Drive, #704
Miami, Florida 33156

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Arsenio Escobar,
as to 51%

9740 SW 3rd Street
Miami, Florida 33174

ARTICLE ELEVEN

STOCK TRANSFER RESTRICTION

The transfer of stock by a stockholder of this corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

ARTICLE TWELVE

The Registered Agent and the registered office of this Corporation shall be:

Bukasa T. Kalombo

7700 N. Kendall Drive, #704
Miami, Florida 33156

ARTICLE THIRTEEN

The undersigned individual(s); competent to contract, execute this Certificate of Incorporation as it's initial Subscriber(s) and Director(s). The undersigned individual(s) shall hold office as Directors until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

Street Address: 2491 N.W. 7th Street
Miami, Florida 33125

The corporation shall change it's Principal office at any time.

Mailing Address: 2491 N.W. 7th Street
Miami, Florida 33125

ARTICLE FOURTEEN

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

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However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

AFRICARE, INC, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED BURASA T. KALOMBO, OF 7700 N. KENDALL DRIVE, #704, IN THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


BURASA T. KALOMBO
JANUARY 26, 1996


ARSENIO ESCOBAR
JANUARY 26, 1996

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


BURASA T. KALOMBO

DATED: JANUARY 26, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 13, 1996

Bukasa T. Kulonbo
7700 N. Kendall Drive, #704
Miami, FL 33156

SUBJECT: AFRICARE, INC.
REFERENCE NUMBER: P96000009244

Dear Sir/Madam:

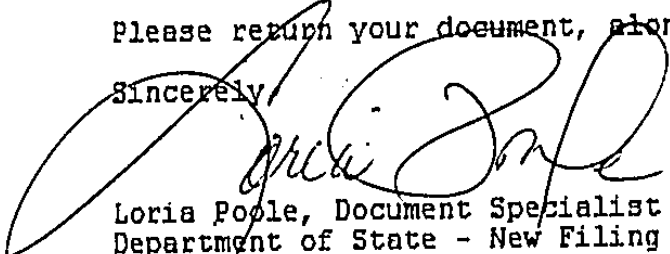
This is to advise you that through error your corporation under the name of AFRICARE, INC. was filed on January 1, 1996. We already have a corporation that was filed on May 1, 1990 under the name of AFRICARE, INC.

Therefore, because of the similarity of names, it is requested that you amend the name of your corporation to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for the filing of this amendment.

I apologize for this inconvenience and trust that you will get the amendment properly filled out and returned to my attention as quickly as possible so that we can get our records corrected.

Please return your document, along with a copy of this letter.

Sincerely,


Loria Poole, Document Specialist
Department of State - New Filing Section
(904) 487-6934