

**CERFICATE OF INCORPORATION
OF
ANDINO INTERNATIONAL, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Nonstock Corporation, Nonprofit Corporation, do hereby certify:

1. The name of the corporation is: Andino International, Inc. (the "Corporation").

2. The Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. No Director or Officer shall have any right, title, or interest in or to any property of the Corporation.

3. The address of the Corporation's registered office in the State of Connecticut is:14 MacArthur Drive, Fairfield County, Town of Greenwich, State of Connecticut 06870. Gregory Bell is the Corporation's registered agent at that address.

4. The purpose of the Corporation is to promote global awareness of extreme poverty issues, provoke informed compassionate giving and support poverty reduction efforts; as well as to engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, so long as such powers are consistent with its charitable purposes and maintain a purpose eligible for exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The Corporation is organized exclusively for charitable and educational purposes; the relief of poverty and advancement of education, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift, grant, contribution or otherwise, shall be devoted to said purpose.

5. At all times the following shall operate as conditions restricting the operations and activities of the Corporation: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation shall not lend any of its assets to any Officer or Director of this Corporation, or guarantee to any person the payment of a loan by an Officer or Director of this Corporation. Notwithstanding any other provision of these articles, the Corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

6. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law (including, without limitation, paragraph (7) of subsection (b) of Section 102 thereof), as the same may be amended and supplemented from time to time.

7. The Board of Directors shall have the power to adopt, amend or repeal the By-laws of the Corporation, so long as such waivers, adoptions, amendments or repeals are consistent with its charitable purposes.

8. The Corporation shall, to the fullest extent permitted by the General Corporation Law (including, without limitation, Section 145 thereof), as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under the General Corporation Law. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled whether as a matter of law, under any By-law of the Corporation, by agreement, by vote of Board Member or disinterested directors of the Corporation or otherwise.

9. No Officer, Board Member or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

10. Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11. The election of directors of the Corporation need not be by written ballot, unless the By-laws of the Corporation otherwise provide.

12. Gregory Bell is the sole incorporator and his mailing address is:
14 MacArthur Drive
Old Greenwich, Connecticut 06870

The undersigned incorporator certifies both that he executes this Certificate of Incorporation for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in this Certificate be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in Connecticut State Law as if this document had been executed under oath.

Dated: March 03, 2009

[signature on file]
Gregory Lloyd Bell
Sole Incorporator