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FLORIDA NON-PROFIT CORPORATION

Armando Alejandro February 24, 1996 Memorial Foundat

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**ARTICLES OF INCORPORATION
OF
ARMANDO ALEJANDRE FEBRUARY 24, 1996
MEMORIAL FOUNDATION INCORPORATED
a Florida Not for Profit Corporation**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ARMANDO ALEJANDRE FEBRUARY 24, 1996 MEMORIAL FOUNDATION INCORPORATED under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:
**ARMANDO ALEJANDRE FEBRUARY 24, 1996
MEMORIAL FOUNDATION INCORPORATED**

the principal place of business is:
7481 S.W. 50th Terrace
Miami, FL 33155

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely charitable. Its primary purpose is to promote and defend human and civil rights and other charitable purposes.

This Instrument Prepared By:
Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134-6700
(305) 476-7100
Bar No.: 992038

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ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 283 Catalonia Avenue, 2nd Floor, Coral Gables, FL 33134-6700 and the name of the Corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial director(s) are:

Ana Alejandre Ciereszko
Margarita Alejandre Khuly
Frank Angones
Jose Valdes

7550 S.W. 61st Street, Miami, FL 33143
7481 S.W. 50th Terrace, Miami, FL 33155
66 West Flagler Street, 9th Floor, Miami, FL 33130
741 S.W. 27 Road, Miami, Florida 33129

The Corporation shall have two (2) classes of voting members:

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CLASS A: Class A members shall be directors and shall be entitled to vote.

CLASS B: Class B members shall not be entitled to vote.

ARTICLE VIII. INDEMNIFICATION

Every person who now is, hereafter shall be a Director or Officer of the 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 is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the property voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws. The foundation shall not reimburse directors or members for any excise taxes that may be assessed to them directly.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

Marlene Victoria Alejandre

7481 S.W. 50th Terrace
Miami, Florida 33155

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ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

ARTICLE XIII. PRIVATE FOUNDATION

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

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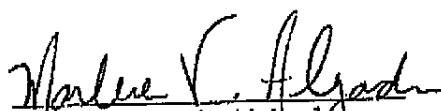
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of October, 2000.


Marlene Victoria Alejandre

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **ARMANDO ALEJANDRE FEBRUARY 24, 1996 MEMORIAL FOUNDATION INCORPORATED**, in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.BY: Salomon B. Esquenazi,
Assistant Vice President

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