

NOI 000005584

James P. Gagel

2025 N.W. 102<sup>nd</sup> Ave., Of. 107  
Miami, Fl. 33172

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jgagel@jgagel.com

August 1, 2001

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Alcanza, Inc.

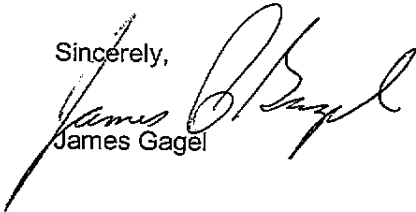
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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of Articles of Incorporation for the above named Not For Profit Corporation, along with the total fee of \$87.50, which includes a Certified Copy and a Certificate of Status.

Thank you.

Sincerely,

  
James Gagel

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Articles of Incorporation of**

**ALCANZA, INC.  
A Florida Not for Profit Corporation**

**ARTICLE ONE  
NAME**

The name of this corporation is Alcanza, Inc.

**ARTICLE TWO  
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable and benevolent purposes and such other purposes permitted by the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes (the "Act").

**ARTICLE THREE  
PURPOSES**

The specific and primary purpose for which this corporation is formed is to operate for the advancement of education worldwide, with a focus on Latin America.

The general purposes for which this corporation is formed are to operate exclusively for such educational, charitable, benevolent and other purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR  
DEDICATION OF NET INCOME AND ASSETS**

The assets of this corporation are irrevocably dedicated to the exempt purposes set forth herein and no part of the net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE FIVE  
MEMBERSHIP**

The corporation may have a membership. The directors shall from time to time prescribe the form and manner in which application may be made for membership, as well as the eligibility requirements applicable thereto.

**ARTICLE SIX  
LOCATION OF INITIAL REGISTERED  
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 2025 N.W. 102<sup>nd</sup> Ave., Office 107, Miami, FL. 33172.

The mailing address of the initial registered office of the corporation is 2025 N.W. 102<sup>nd</sup> Ave., Office 107, Miami Fl. 33172.

The name of the initial registered agent at such address is James P. Gagel.

**ARTICLE SEVEN  
INITIAL DIRECTORS**

There shall be three directors constituting the initial board of directors.

The names and address of the individuals who are to serve as initial directors are:

James P. Gagel  
2025 N.W. 102<sup>nd</sup> Ave.  
Office 107  
Miami Fl. 33172

Ricardo Calleja  
2025 N.W. 102<sup>nd</sup> Ave.  
Office 107  
Miami, Fl. 33172

Eloy de Armas  
2025 N.W. 102<sup>nd</sup> Ave.  
Office 107  
Miami, Fl. 33172

## **ARTICLE EIGHT INCORPORATORS**

The names and address of the incorporators of this corporation are the same as the names and addresses of the initial directors listed in Article Seven of these Articles of Incorporation.

## **ARTICLE NINE MANAGEMENT OF CORPORATE AFFAIRS**

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be increased (but not decreased) by a Resolution duly adopted by the board of directors. Directors shall be elected in the manner prescribed by the bylaws. The Board may appoint such committees, advisory boards and other bodies, as it may deem appropriate, in accordance with law.

Directors shall be elected in the manner set forth in the bylaws. Directors elected in the first election, and at all times thereafter, shall serve for a term of one year; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors, or for other reasons, as the board of directors may determine.

(b) Corporate Officers. The Board of Directors of the corporation may appoint a President, an Executive Vice President, one or more Vice Presidents, a Chief Operating Officer, a Chief Financial Officer, a Treasurer, a Secretary and such other officers as it may from time to time determine. The following persons shall serve as initial corporate officers:

Executive Vice President: James P. Gagel

Secretary: Eloy de Armas

Treasurer: Ricardo Calleja

## **ARTICLE TEN DISTRIBUTION OF ASSETS**

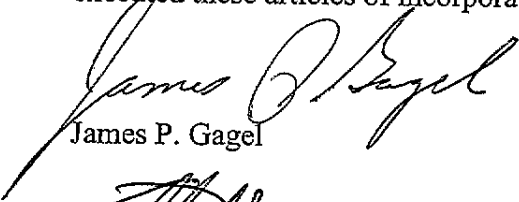
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to an entity permanently dedicated to an exempt purpose, such as a nonprofit fund, foundation, trust, society, organization or corporation engaged in activities substantially similar to those of the corporation, organized and operated exclusively as a charitable organization, which has established its tax exempt status under Section 501 (c)

(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, and as provided in the plan of distribution of assets.


**ARTICLE ELEVEN  
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be made pursuant to the provisions of the Florida Not-For-Profit Corporation Act.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on August 1, 2001.

  
James P. Gagel

  
Ricardo Calleja

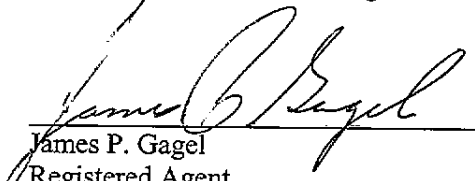
  
Eloy de Armas

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TALLAHASSEE, FLORIDA

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**FILED**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
James P. Gagel  
Registered Agent

8/1/01  
Date