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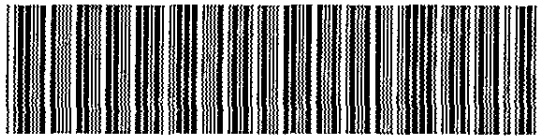
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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03/13/03--01024--033 **87.50

FILED
Mar 13, 2003 08:00 AM
Secretary of State

3/18

March 9, 2003

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

Re: H.O.P.E. in Miami Beach, Inc.

To Whom It May Concern:

Enclosed please find two (2) originals of the Articles of Incorporation of the above-named non-profit corporation.

Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of \$87.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Registered Agent	
Designation	35.00
Certificate of Status	8.75
Certified Copy	<u>8.75</u>

\$87.50

Thank you for your cooperation in this matter.

Very truly yours,

Pedro A. Martinez

Enclosures

FILED
Mar 13, 2003 08:00 AM
Secretary of State

ARTICLES OF INCORPORATION
OF
H.O.P.E. IN MIAMI BEACH, INC.

We, the undersigned, with other persons, being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do hereby agree to the following:

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation is:

H.O.P.E. IN MIAMI BEACH, INC.

ARTICLE II
PRINCIPAL OFFICE

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

10855 SW 26th Street,
Miami, Florida 33165

ARTICLE III
PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To promote and provide guidance and counseling in charitable, religious, educational, and literary purposes within the meaning of §501(c)(3) as well as provide housing, education, physical assistance, spiritual renewal and guidance, financial training and assistance, counseling, employment training and assistance, and instruction to needy, abused or troubled homeless individuals.

2. To unite its participants in fellowship, to combine their efforts so as to promote the welfare, education and enlightenment to the public in general and those persons involved in or concerned with the homeless community

3. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes herein stated and not for pecuniary profit.

4. To carry on and conduct activities and undertakings for the instruction and enlightenment of its participants and person involved in or concerned with the homeless community, and to engage in such literary, religious, educational, research, benevolent and charitable activities as shall advance the understanding and growth of the purposes for which the corporation is formed.

5. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts, or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them.

6. The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under §501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to §170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

7. The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Directors to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

8. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

9. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV **MEMBERSHIP**

1. The corporation shall have no members.

ARTICLE V
TRUSTEES

1. Number: The authorized number of Trustees of the corporation shall be determined by the Trustees from time to time, but shall be not less than three (3). The Trustees shall elect a Chairman of the Board.

2. Powers:

(a) Authority. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees which may, however, delegate the performance of any duties or the exercise of any powers to such Officers and agents as the Board may from time to time, by resolution, designate.

(b) Management of Income Property. The Board of Trustees may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning an income there from, as distinguished from the matter of applying property and funds to charitable purposes, to a Finance Committee consisting of not less than three members of the Board, who shall be elected by majority vote thereof, or to one or more trust companies or banks duly authorized to conduct a trust or banking business.

3. Replacement of Trustees:

(a) Vacancies. Whenever a vacancy exists on the Board of Trustees whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining Trustees, at a regular or special meeting of the Board. Any person elected to fill the vacancy of a Trustee shall have the same qualifications as were required of the Trustee whose office was vacated.

(b) Removal. Any Trustee may be removed, with or without cause, by the vote of a majority of the members of the Board of Trustees at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.

(c) Successors. Any person elected to fill a vacancy in the Board of Trustees shall hold office for the unexpired term of his predecessor in office, subject to the power of removal contained herein.

ARTICLE VI
INITIAL DIRECTORS / OFFICERS

1. The subscribers, as set forth herein, shall be deemed to have been set in office as of the time these Articles are approved and filed by the Secretary of State of the State of Florida. These Trustees shall serve until the next annual election of Directors and until their successors shall have qualified or until their earlier resignation, removal or death. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons, who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are: Pedro A. Martínez (President), María J. Martínez (Vice-President, Iliana M. Ricelli (Secretary), Eduardo A. Cardounel (Chairman), Roberto S. Diaz (Treasurer).

2. The officers of this corporation shall be a President, a Vice-President, a Secretary, a Chairman, a Treasurer and such other assistant or administrative officers as may be determined by the Board of Trustees from time to time as provided in the Bylaws.

3. The Board of Trustees shall appoint the Board of Directors. Officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its President, Vice-President, or Chairman, with its corporate seal thereto affixed and attested by its Secretary.

The names, addresses and titles of the Officers are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
PEDRO A. MARTINEZ	10855 SW 26 th Street Miami, Florida 33165	President
MARIA J. MARTINEZ	10855 SW 26 th Street Miami, Florida 33165	Vice-President
ILIANA M. RICELLI	10855 SW 26 th Street Miami, Florida 33165	Secretary
EDUARDO A. CARDOUNEL	10855 SW 26 TH Street Miami, Florida 33165	Chairman
ROBERTO S. DIAZ	10855 SW 26 th Street Miami, Florida 33165	Treasurer

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

1. The principal office of this corporation is to be located at 10855 SW 26 Street, Miami, Florida 33165.

2. The name and business address of this corporation's registered agent is TERESA A. PEREZ, 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

ARTICLE VIII
NON-PROFIT STATUS

1. No part of the net earnings of the corporation shall inure to the benefit of any Trustee or Director.

2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE IX
DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have qualified for exemption under §501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any member, officer or Director of this corporation.

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable, literary and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Trustee, Director, or officer thereof, or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

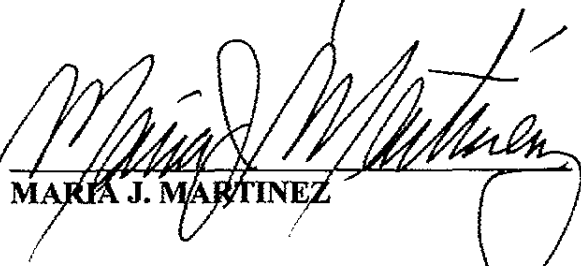
ARTICLE XI
INCORPORATORS

<u>Name</u>	<u>Address</u>
PEDRO A. MARTINEZ	10855 SW 26 th Street Miami, Florida 33165
MARIA J. MARTINEZ	10855 SW 26 th Street Miami, Florida 33165
ILIANA M. RICELLI	10855 SW 26 th Street Miami, Florida 33165
EDUARDO A. CARDOUNEL	10855 SW 26 TH Street Miami, Florida 33165
ROBERTO S. DIAZ	10855 SW 26 th Street Miami, Florida 33165


IN WITNESS WHEREOF, we, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 9th day of March, 2003.





PEDRO A. MARTINEZ



MARIA J. MARTINEZ


ILIANA M. RICELLI


EDUARDO A. CARDOUNEL


ROBERTO S. DIAZ

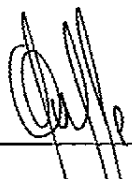
STATE OF FLORIDA)

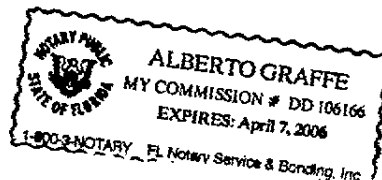
ss:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared PEDRO A. MARTINEZ, MARIA J. MARTINEZ, ILIANA M. RICELLI, EDUARDO A. CARDOUNEL AND ROBERTO S. DIAZ to me well known to be the persons described in as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and official seals the day and year aforesaid.


_____, Notary Public
State of Florida
My Commission Expires: April 7, 2006



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That H.O.P.E. IN MIAMI BEACH, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Ft. Lauderdale, Florida, has named TERESA A. PEREZ, located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: 

TERESA A. PEREZ
Registered Agent

FILED
Mar 13, 2003 08:00 AM
Secretary of State