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(Requestor's Name)

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PICK-UP WAIT MAIL

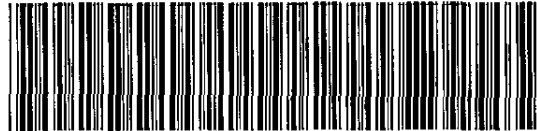
(Business Entity Name)

(Document Number)

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05:40:28 AM 11/20/05

11/20/05

COVER LETTER

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

SUBJECT: Swire Carbonell Scholarship Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Leoncio E. de la Peña, Esq.
Name (Printed or typed)

601 Brickell Key Drive, Suite 705
Address

Miami, FL 33131
City, State & Zip

305.377.0909
Daytime Telephone number

FILED
05 NOV 28 AM 8:26
TALLAHASSEE, FL
STATE OF FLORIDA
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SWIRE CARBONELL SCHOLARSHIP FUND, INC.
(Not for Profit)**

ARTICLE I NAME

The name of the corporation hereinafter referred to as "Corporation" shall be:

SWIRE CARBONELL SCHOLARSHIP FUND, INC.

ARTICLE II PRINCIPAL OFFICE

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

501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to distribute the proceeds of the sale of the Carbonell Art book and other lawful pursuits in order to engage in the qualified charitable purpose, under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, to provide the funding for Undergraduate Scholarships to Art Students at Florida International University, and to exist as a corporation exempt from taxation under section 501(a) the Internal Revenue Code or the corresponding section of any future federal tax code.

Said Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 if the purposes set forth in the purpose clause 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 distributions of statements) ant political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall 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 Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of this Corporation, assets shall be distributed 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.

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MIAMI, FLORIDA

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be regulated by the Bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the initial Directors are:

Megan Kelly
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

Stephen L. Owens
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

Professor Carol Damian
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Gregg Toland
501 Brickell Key Drive, Suite 600
Miami, Florida 33131

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Leoncio E. de la Peña, Esq.
De La Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida 33131

11/21/05

LEONCIO E. DE LA PEÑA, ESQ.
Incorporator

Date

ACCEPTANCE BY REGISTERED AGENT

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.

GREGG TOLAND
Registered Agent

Date

11/22/05

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05 NOV 28 AM 10:26
STATE OF FLORIDA
TALLAHASSEE, FLORIDA