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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: PEMBROKE EDUCATIONAL CORP
(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: ALFONSO MARTINEZ
Name (Printed or typed)

2828 CORAL WAY, SUITE 300
Address

CORAL GABLES, FL 33145
City, State & Zip

(786) 247-4000
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Non For Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: PEMBROKE EDUCATIONAL CORP.

ARTICLE II

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

2828 Coral Way, Suite 300
Coral Gables, FL 33145

ARTICLE III

The purpose for which the Corporation is organized is to promote and enhance understanding, cultural awareness, and friendly relations between the people of the United States, Latin America and Europe through educational exchanges.

The corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. .

ARTICLE IV

The appointment and election of directors shall be provided in the bylaws of the Corporation.

ARTICLE V

There will be three initial directors constituting the board of directors, a majority of whom are citizens of the United States of America, who are to serve until the first annual meeting or until their successors are elected.

- | | | |
|----|---|----------|
| A. | Ivonne Betancourt Lee
Torre de los Frailes Apt. 11M
Guaynabo, Puerto Rico 00969 | Director |
| B. | Luis Heriberto Pabón Batlle
College Gardens 509
Mayagüez, Puerto Rico 00680 | Director |
| C. | Antonio Martin Duarte
Hermosilla 8
Madrid, 28001
Spain | Director |

ARTICLE VI

The name and address of the initial Registered Agent is:

Fausto Alvarez
2828 Coral Way, Suite 300
Coral Gables, FL 33145

ARTICLE VII

The name and address of the Incorporator is:

Alfonso Martinez
1111 Brickell Avenue, Suite 1900
Miami, FL 33139

ARTICLE VIII

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors, 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 in Article Third hereof.

(b) 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.

Notwithstanding any other provision of these articles, this 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 this corporation.

(c) Upon the dissolution of the 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. 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.

ARTICLE IX

No director of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

ARTICLE X

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation through Bylaw provisions.

Any amendment, repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

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.



Fausto Alvarez, Registered Agent

June 22, 2006



Alfonso Martinez, Incorporator

June 22, 2006

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