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FLORIDA PROFIT/NON PROFIT CORPORATION  
AGAPE FOUNDATION, INC.

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ARTICLES OF INCORPORATION  
OF  
AGAPE FOUNDATION, INC.

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ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

AGAPE FOUNDATION, INC., a Florida not-for-profit corporation  
(hereinafter, the "Foundation").

ARTICLE II.  
ENABLING LAW

The Corporation is organized pursuant to Chapter 617, Florida  
Statutes, as a corporation not-for-profit.

ARTICLE III.  
PURPOSES AND POWER

The purposes for which the Corporation is organized are:  
are:

A. Exclusively charitable, scientific, literary and  
educational within the meaning of §501 (c)(3) of the Internal  
Revenue Code of 1986, as amended (or the corresponding provisions  
of any future United States Internal Revenue Laws) (hereinafter the  
"Code"), and notwithstanding any other provision of these  
Articles, the Foundation shall not carry on any activities not  
permitted to be carried on by an organization exempt from Federal  
Income Tax under Code §501 (c)(3), contributions to which are  
deductible for federal and state income, gift and estate tax  
purposes.

B. Any and all purposes set forth in the By-Laws of the  
Foundation.

C. The Corporation is a not-for-profit corporation organized  
pursuant to the Florida Not-For-Profit Act, and is created,  
organized and shall be operated exclusively for educational,  
charitable, scientific, literary and civic purposes.

D. In furtherance of its corporate purposes, the Corporation  
shall have all the general powers enumerated in F.S. §617.0303 of  
the Not-For-Profit Corporation Law, together with the power to  
solicit grants and contributions for the corporate purposes.  
Nothing herein shall authorize this corporation directly or  
indirectly, to engage in or include among its purposes, any of the  
activities mentioned in Not-For-Profit Corporation Law, §617.0505.

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E. No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of the corporate assets on the dissolution of the Foundation.

**ARTICLE IV.  
MEMBERSHIP**

The Foundation shall have no capital stock. The Foundation shall have members with such rights as provided in the By-Laws of the Foundation.

**ARTICLE V.  
TERM**

The Foundation shall have perpetual existence and its existence shall commence at the date and time of filing of the Original Charter with the Department of the State of Florida.

**ARTICLE VI  
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than three (3) Directors nor more than twenty five (25) Directors at any time. The names and addresses of the initial members of the Board of Directors are as follows:

LIZABETH CALVO	C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131
SIXTO CAMPANO	C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131
ERNESTO ALVAREZ	C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131
JORGE ORTEGA	C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131
FRANCISO ALZURU	C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131

**ARTICLE VII.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Alvaro Castillo B., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131

**ARTICLE VIII  
INITIAL OFFICERS**

The Corporation shall have a President, Vice-President, Secretary, Assistant Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The initial officers shall be elected at the first Board of Directors meeting and shall be thereafter as set forth in the By-Laws of the Foundation. The names of the officers who are to serve until the first election are:

<b>President:</b>	<b>FRANCISCO ALZURU</b>
<b>Vice-President:</b>	<b>LIZABETH CALVO</b>
<b>Treasurer:</b>	<b>SIXTO CAMPANO</b>
<b>Secretary:</b>	<b>ERNESTO ALVAREZ</b>

**ARTICLE IX  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
<b>FRANCISCO ALZURU</b>	<b>C/O: 1390 Brickell Avenue, Suite 200 Miami, Florida 33131</b>

**ARTICLE X.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

**AGAPE FOUNDATION, INC.  
C/O: 1390 Brickell Avenue, Suite 200  
Miami, Florida 33131**

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ARTICLE XI.  
COMMENCEMENT DATE

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


ARTICLE XII  
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than 75% of the total number of votes. Upon dissolution of the Corporation, the assets of the corporation shall be dedicated, granted, conveyed, assigned to any not-for-profit corporation, association, trust or other organization devoted to similar purposes. Any action taken under this Article is subject to the procedures and requirements of Chapter 617 of the Florida Statutes and may not be suggested to disqualify the Association as a not for profit corporation under the Internal Revenue Code, as amended.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By:   
FRANCISCO ALZURU

The Undersigned hereby accepts the foregoing designation Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
Alvaro Castillo E., Esq.  
CASTILLO & ASSOCIATES  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131

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