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 (H96000003983) DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAINES STREET
 TALLAHASSEE, FL 32399
 FAX: (904) 922-4000

CORPORATION ACCOUNTING SYSTEM
 ELIMINATING COVER SHEET
 GUNSTER, YONKIN, P.A.L. (MIAMI OFFICE)
 28 BISCAYNE BLVD
 ONE BISCAYNE TOWER SUITE 3400
 MIAMI FL 33131-33401-
 CONTACT: LOURDES SANCHEZ
 PHONE: (305) 376-6029
 FAX: (305) 376-6010

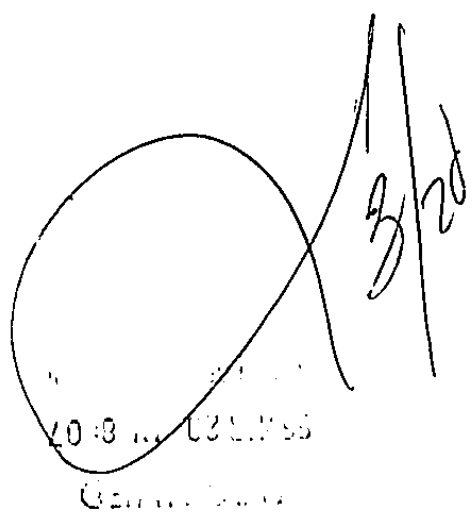
((H96000003983)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: CENTRO CULTURAL ESPAÑOL DE COOPERACIÓN IBEROAMERICANA, INC.
 FAX AUDIT NUMBER: H96000003983 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/19/1996 TIME REQUESTED: 17:30:52
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 ** ENTER 'M' FOR MENU. **
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Translation - Spanish Cultural Center of Latin American Cooperation, Inc.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA


 10:08 AM 03/20/96
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ARTICLES OF INCORPORATION
OF

FAX AUDIT NO. :H96000003983

CENTRO CULTURAL ESPAÑOL DE COOPERACIÓN IBEROAMERICANA, INC.

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 017, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation in the Spanish language shall be:

CENTRO CULTURAL ESPAÑOL DE COOPERACIÓN IBEROAMERICANA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

BUSINESS ADDRESS

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

One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1897

ARTICLE III

DURATION

The period of duration of this corporation shall be perpetual, unless dissolved according to law.

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ARTICLE IV

PURPOSES

The purposes for which the Corporation is organized are:

1. The Corporation is organized for charitable, literary, educational and cultural purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, in particular, for the purpose of promoting and encouraging the study and enjoyment of all Spanish culture in Miami. Miami has a diverse population with Spanish cultures from many Latin American countries. The cultural center wishes to integrate all such Spanish cultures and provide a cultural center where such cultures may be studied and developed.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, 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 of the purposes set forth in the Articles of Incorporation.
3. 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 any candidate for public office.
4. 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporations Act.

ARTICLE V

BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The number of members of the Board of Directors shall be established by the Bylaws, but in no event shall be less than three (3) nor more than fifteen (15), and the Board of Directors

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shall be elected in the manner set forth in the Bylaws. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

1. Carlos Abella c/o One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1897

2. Julian Lineros c/o One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1897

3. Raul J. Valdes-Fauli c/o One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1897

ARTICLE VI

INITIAL INCORPORATOR

The initial incorporator of the Corporation is:

Gulltermo J. Fernandez-Quincoces, Esq.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1897

ARTICLE VII

MEMBERS

The Corporation shall have no members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office are:

Registered Agent: Valdes-Fauli Corporate Services, Inc.

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Registered Office: One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131-1097

ARTICLE IX

DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, cultural, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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 X

AMENDMENT

This Board of Directors of the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon members is subject to this reservation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE XI

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

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ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

No Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Florida Not for Profit Corporation Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (I) shall have breached his duty of loyalty to the Corporation;
- (II) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (III) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or
- (iv) shall have derived an improper personal benefit.

ARTICLE XIII

INTERNAL REVENUE CODE

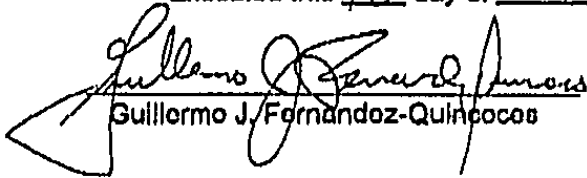
All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law.

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Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

I the Incorporator declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

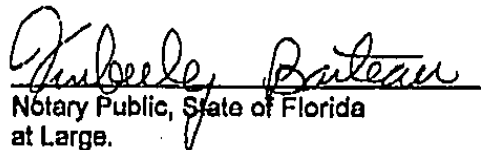
Executed this 18 day of March, 1996.


Guillermo J. Fernandez-Quincoces

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of March, 1996, by Guillermo J. Fernandez-Quincoces, the Incorporator of Centro Cultural Español de Cooperación Iberoamericana, Inc., who is personally known to me and who produced, as identification, Florida Drivers License # FL25-296-420-16.

OFFICIAL NOTARY SEAL
KIMBERLY BARTEAU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC414697
MY COMMISSION EXP. OCT. 21, 1998


Notary Public, State of Florida
at Large.

My Commission Expires:

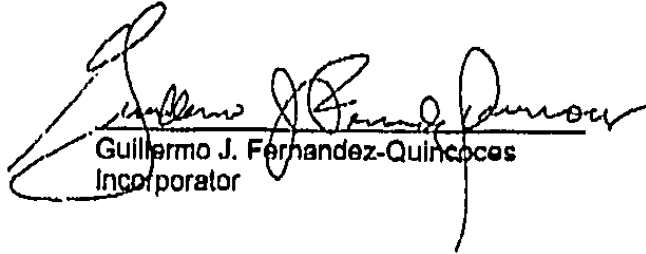
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FAX AUDIT NO. : H96000003983

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:


Centro Cultural Español de Cooperación Iberoamericana, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at 3400 One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within Florida.


Guillermo J. Fernandez-Quincoces
Incorporator

Dated:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

BY 
Guillermo J. Fernandez-Quincoces,
Vice-President

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