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FLORIDA DIVISION OF CORPORATIONS
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NAME: FUNDACION CENTRO AMERICANA, INC.

AUDIT NUMBER.....H98000006781

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

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(Central American Foundation, Inc.)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1998

EMPIRE

SUBJECT: FUNDACION CENTRO AMERICANA, INC.
REF: W98000007929

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Becky McKnight
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ARTICLES OF INCORPORATION
of

FUNDACION CENTRO AMERICANA, INC.
(a non-profit organization)

The undersigned acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be:

FUNDACION CENTRO AMERICANA, INC.

(English Translation) : CENTRAL AMERICAN FOUNDATION, INC.

ARTICLE II

Principal place of business and mailing address

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

4864 N.W. 7th Street
Miami, Florida 33125

ARTICLE III

The specific purpose(s) for which the Corporation is organized is (are).

Charitable, Healthcare, Education and Legal Orientation including Social and Immigration and Naturalization Programs. The Foundation shall implement it's Project H.E.L.P. which means, Health, Education and Legal Programs. It is intended that the Corporation shall have the status

Prepared by:
Eduardo Cantero, Esq.
4864 N.W. 7th St
Miami, FL 33125
(305)442-4343 FBN-1549900

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of a corporation that is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition for any candidate for public office.

ARTICLE IV

Manner of election of Directors

The manner in which the directors are elected or appointed is as follows:

As stated in the By Laws of FUNDACION CENTRO AMERICANA, INC.

ARTICLE V

Limitation of Corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

Only as limited by the By Laws of the FUNDACION CENTRO AMERICANA, INC.

ARTICLE VI

Initial Registered Agent and street address

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

EDUARDO CANTERA, ESQ.
4864 N.W. 7th Street
Miami, Florida 33126

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ARTICLE VII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are).

JUAN P. CERNA
2964 Aviation Avenue
Third Floor
Coconut Grove, Fla 33133

EDUARDO CANTERA, ESQ.
4864 N.W. Seventh Street
Miami, Florida 33126

JOSEPHINE GUZMAN-CANTERA
4864 N.W. Seventh Street
Miami, Florida 33126

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ARTICLE VIII

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The initial Board of Directors and Officers of the Corporation is as follows:

JUAN F. CERNA- President & Director
2964 Aviation Avenue
Third Floor
Coconut Grove, Fla 33133

EDUARDO CANTERA, ESQ.- Vice-President/Director
4864 N.W. Seventh Street
Miami, Florida 33126

JOSEPHINE GUZMAN-CANTERA- Secretary - DIRECTOR
4864 N.W. Seventh Street
Miami, Florida 33126

The undersigned incorporator(s) has (have) executed this
Articles of Incorporation this 08 day of APRIL 1998.


JUAN F. CERNA


EDUARDO CANTERA, ESQ.


JOSEPHINE GUZMAN-CANTERA

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

FUNDACION CENTRO AMERICANA, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

EDUARDO CANTERA, ESQ

(NAME)

4864 NW 7th Street

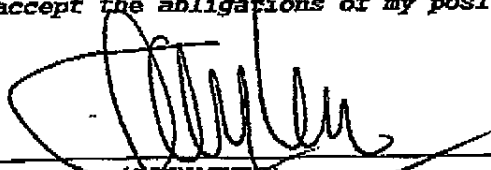
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

EDUARDO CANTERA, ESQ

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04-08-98

(DATE)