

N98000006682

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

ATTORNEYS AT LAW

R. EARL WELBAUM
DAN B. GUERNSEY
ROBERT A. HINGSTON
W. FRANK GREENLEAF
JOHN H. GREGORY
MICHAEL J. YATES
MICHAEL J. RUNE, II
OLGA L. ALEMAN-FERNANDEZ

PENTHOUSE SUITE
901 PONCE DE LEON BOULEVARD
MIAMI (CORAL GABLES), FLORIDA 33134-3009
TELEPHONE (305) 441-8900
FAX (305) 441-2255
EMAIL: WGHGGLAW@BELLSOUTH.NET

OF COUNSEL
RENÉ SACASAS

November 18, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

800002692428--4
-11/20/98--01016--011
*****122.50 *****78.75

Re: Beauchamp Charity Foundation, *INC.*

Dear Madam or Sir:

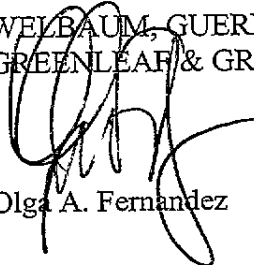
Enclosed herewith you will find original and two copies of Articles of Incorporation of the above referenced corporation, together with our check in the amount of \$122.50 to cover the followings costs:

Filing Fee \$35.00
Certified Copy \$52.50
Registered Agent Designation \$35.00

Please return a certified copy to our office as soon as possible.

Very truly yours,

WELBAUM, GUERNSEY, HINGSTON
GREENLEAF & GREGORY, L.L.P.


Olga A. Fernandez

OAF/sr
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 1:01

11-24
WS

ARTICLES OF INCORPORATION
OF
BEAUCHAMP CHARITY FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

FILED STATE
SECRETARY OF CORPORATIONS
98 NOV 20 PM 1:01

ARTICLE I
NAME

The name of this not-for profit corporation shall be BEAUCHAMP CHARITY FOUNDATION, INC. (the "Foundation").

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the Foundation shall be 3916 Granada Boulevard, Coral Gables, Florida 33134.

ARTICLE III
PURPOSE

The Foundation is a not-for-profit corporation, organized for the primary purpose of providing local and international assistance and support to the needy and poor people of Latin American decent.

The Foundation is also organized for the purpose of engaging in any lawful act or activity, not for pecuniary profit, for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Service Code of 1986, as amended (the "Code").

ARTICLE IV
MEMBERSHIP

The Foundation standards for membership will not discriminate with respect to profession, nationality, color, sex, race, ethnicity, handicap, or religion, but rather require members, who (i) have a genuine interest in participating in the achievement of the Foundation purposes; (ii) can contribute

to the effective operation of the Foundation; and (iii) comply with the requirements established from time to time by the bylaws of the Foundation (the "Bylaws").

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE

The name of the Foundation's initial registered agent is R. Earl Welbaum. The street address of the initial registered office of the Foundation is 901 Ponce De Leon Boulevard, Penthouse Suite, Coral Gables, Florida 33134.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by a Board of Directors consisting of no less than three (3) directors as follows:

Monica Belli Beauchamp-President

James Beauchamp-Vice President

Gloria Belli-Secretary

The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner of election of directors of the Foundation shall be regulated by the Bylaws.

ARTICLE VII INCORPORATOR

The name and address of the incorporator (the "Incorporator"), who is the person signing these Articles of Incorporation (the "Articles"), is Monica Belli Beauchamp, who is located at 3916 Granada Boulevard, Coral Gables, Florida 33134.

ARTICLE VIII DISSOLUTION

Upon the dissolution or winding up of the Foundation, its assets remaining after payment or

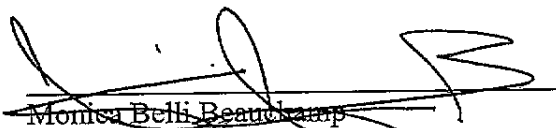
provision for payment of all debts and liabilities of the Foundation shall be distributed to a not-for-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501 (c) (3) of the Code or the corresponding provisions of any subsequent United States Internal Revenue tax law ("Future Code").

ARTICLE IX LIMITATIONS

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Foundation shall be authorized and empowered to: (a) pay reasonable compensation for services rendered or costs incurred, and (b) to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Foundation shall consist of carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Sub-section (h) of Section 501 of the Code). The Foundation shall not participate or intervene in any campaign on behalf of any candidate for public office, including, without limitation, the publishing or distributing of any written statements.

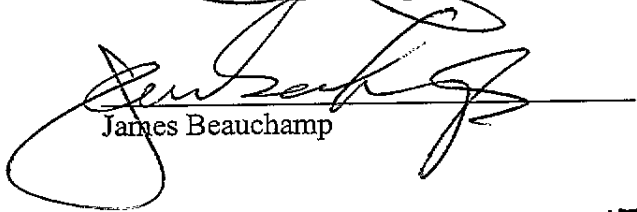
Notwithstanding any other provision of the Articles, the Foundation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt for federal income tax under Section 501 (c) (3) of the Code (or the analogous provision of any Future Code); or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code (or the analogous provision of any Future Code).

IN WITNESS WHEREOF, the Incorporators have executed the Articles on this 17 day of November, 1998.

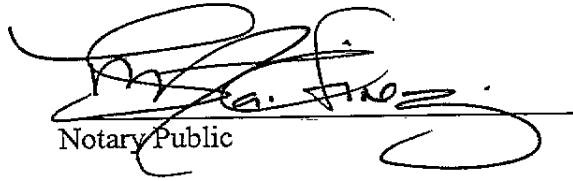

~~Monica Belli Beauchamp~~

State of Florida)

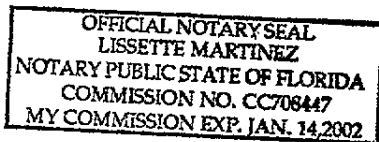
County of Miami-Dade)


James Beauchamp

The foregoing Articles of Incorporation were acknowledged before me this 17th day of November, 1998 by James and Monica Beauchamp who are personally known to me or who produced _____ as identification and who did/did not take an oath.


Notary Public

My commission expires:



CERTIFICATE DESIGNATING THE INITIAL REGISTERED AGENT AND ADDRESS

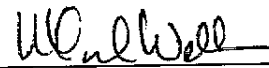
That Beauchamp Charity Foundation, Inc. desires to organize as a not-for-profit corporation under the laws of the State of Florida and has named R. Earl Welbaum, who is located at 901 Ponce De Leon Blvd, Penthouse Suite, Coral Gables, Florida 33134, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for Beauchamp Charity Foundation, Inc. at the registered address designated in this certificate, I hereby agree to act in this capacity and comply with the proper and complete performance of all of my duties and obligations, under the provisions of Section 607.0505 of the Florida Statutes (1997.)

Executed this 17 day of November, 1998.

By: _____



R. Earl Welbaum
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 1:02