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Binstock Rubin Ellzey and Company P.A.

CERTIFIED PUBLIC ACCOUNTANTS

ALEX S. BINSTOCK • CPA
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May 12, 1999

100002875961-0
-05/14/99-11092-013-0
***131.25 ***87.50

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

Re: Circulo De La Vida Corporation

Dear Sirs:

Enclosed please find transmittal letter, original and one copy of the articles of incorporation regarding the abovementioned corporation. Also enclosed is a check in the amount of \$131.25 to cover the cost of registering Circulo De La Vida Corporation with the Department of State.

If I can be of further assistance, please do not hesitate to contact me.

Very truly yours,



Randall C. Ellzey, CPA

RCE/jw
encls.

1999 MAY 14 AM 7: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ONE DATRAN CENTER • 9100 SOUTH DADELAND BOULEVARD • SUITE 901
MIAMI, FLORIDA 33156-7815 • TEL (305) 670-1984 • FAX (305) 670-2001

MEMBERS OF:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS & FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

CIRCULO DE LA VIDA CORPORATION

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a not for profit corporation under the laws of the State of Florida, under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes:

ARTICLE I. NAME

The name of the corporation is CIRCULO DE LA VIDA CORPORATION

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. NATURE OF BUSINESS

The corporation is a not for profit corporation. The purpose for which the corporation is organized is for the charitable benefit of minorities in need, such further requirements detailed in the By-Laws and Rules & Regulations of the Corporation, by the distribution of its funds for such purpose.

(a) The specific and primary purposes for which the Corporation is formed are to operate for the benefit of minorities in need to provide shelter and information for access to charitable funds and other services in order to improve living standards.

(b) The general purposes for which this Corporation is formed is to operate exclusively for such charitable purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Prepared by: Andrew Cuevas, Esq., Florida Bar Number 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd., Suite 603, Miami, Florida 33156, Tel. (305) 670-1144, Fax (305) 670-0407

ARTICLE IV. MEMBERSHIP

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the Bylaws.

ARTICLE V. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 14414 SW 159th Terrace, Miami, FL 33177.

The name of its initial registered agent is Andrew Cuevas, Esq., whose address is the Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Boulevard, Suite 603, Miami, FL 33156.

ARTICLE VI. DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The initial number of directors of the corporation shall be four (4), which may be increased from time to time by the Bylaws adopted by the members but there shall never be less than three (3) directors.

The Directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on May 30, 1999, at 14414 SW 159th Terrace, Miami, FL 33177, at 8:00 p.m. at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 1 year. Annual meetings shall be held on the Last Thursday of May of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action

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was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name:</u>	<u>Address:</u>
Carlos Felix Castro	14414 SW 159 th Terrace Miami, FL 33177
Vicky Voyer	14414 SW 159 th Terrace Miami, FL 33177
Ciro Urquiola	14414 SW 159 th Terrace Miami, FL 33177
Andres Ortiz	14414 SW 159 th Terrace Miami, FL 33177

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber is Carlos Felix Castro, whose address is the 14414 SW 159th Terrace, Miami, FL 33177.

ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Carlos Felix Castro	President	14414 SW 159 th Terrace Miami, FL 33177
Andres Ortiz	Vice President	14414 SW 159 th Terrace

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Miami, FL 33177

Vicky Voyer Secretary 14414 SW 159th Terrace
Miami, FL 33177

Ciro Urquiola Treasurer 14414 SW 159th Terrace
Miami, FL 33177

ARTICLE IX. BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

ARTICLE X. PROPERTY OF CORPORATION

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI. DISSOLUTION OF CORPORATION

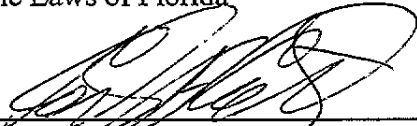
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

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IN WITNESS WHEREOF, the undersigned has set his hand and seal this 10th day of May, 1999, and has acknowledged and filed in the Office of the Secretary of State of Florida as Subscriber of CIRCULO DE LA VIDA CORPORATION, for the purpose of forming this not for profit charitable corporation under the Laws of Florida

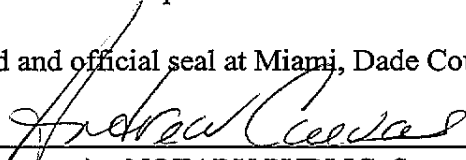


CORPORATE SUBSCRIBER

STATE OF FLORIDA)
 SS)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared Andrew Cuevas, Esq., who is personally known by me, and as the person described as Subscriber in and who executed the foregoing Articles of Incorporation for CIRCULO DE LA VIDA CORPORATION.

WITNESS my hand and official seal at Miami, Dade County, Florida, this May 10, 1999.



(signature) NOTARY PUBLIC, State of Florida
Commission _____

(Name of Notary typed, printed or stamped)




ANDREW CUEVAS
My Commission CC524659
Expires Jan. 18, 2000

Prepared by: Andrew Cuevas, Esq., Florida Bar Number 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd., Suite 603, Miami, Florida 33156, Tel. (305) 670-1144, Fax (305) 670-0407

ACCEPTANCE:

I agree as Resident Agent of CIRCULO DE LA VIDA CORPORATION, to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

CUEVAS & RUBIN, P.A.

BY: 
ANDREW CUEVAS, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 14 AM 7: 50

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