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N.A.F.A.,

Attorney Service Bureau

NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS
AND ATTORNEY REFERRAL AGENCY

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**NOT A MEMBER OF THE FL, BAR

Dr. Humberto H. Pacheco**
Attorney at Law
Admitted in Ecuador

Dr. George Chernoff**
Attorney at Law
Admitted in New York

Dr. Antonia A. Hervas**
Attorney at Law
Admitted in Venezuela

Lic. Teresa DJ. Barrera**
Notary Public
State of Florida

Dr. Carlos M. Hernandez**
Attorney at Law
Admitted in Cuba

Lic. Soledad Pettineroli**
Public Relation

Dr. Josefina Leon**
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Admitted in Venezuela

Dr. Noelia Ramos**
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Admitted in Nicaragua

Dra. Jacqueline Oilo**
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Dr. Emilio Galán**
General Assistance

Dr. Juan R. Garcia**
Attorney at Law
Admitted in Venezuela

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November 26, 2000

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

FILED
00 DEC 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: UNIVERSIDAD DE LOS PUEBLOS DE LAS AMERICAS, PEOPLE'S
UNIVERSITY OF THE AMERICAS, INC.

Enclosed please find an original and one copy of the articles of incorporation, for a certified copy, on the above corporation and a check in the amount of \$70.00.

Please execute the same at your earliest possible convenience. Thank you in advance for your cooperation.

Sincerely,

Teresita DJ Barrera
President of NAFA

1/5
CALLED THIS OFFICE, THEY
CONFIRMED THAT THE
WHOLE NAME (SPANISH/ENGLISH)
IS TO BE LISTED AS TYPED.
K2

FILED
00 DEC 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
UNIVERSIDAD DE LOS PUEBLOS DE LAS AMERICAS, PEOPLES' UNIVERSITY
OF THE AMERICAS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: **UNIVERSIDAD DE LOS PUEBLOS DE LAS AMERICAS, PEOPLES' UNIVERSITY OF THE AMERICAS, INC.**

Article II. DURATION

This corporation shall have perpetual existence, commencing on January 1, 2001.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance

of fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation along with Principal office address is:

NAFA, NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS, CORP
11890 S.W. 8TH STREET, SUITE 500,
MIAMI, FLORIDA 33184

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

TERESITA DJ BARRERA,
HUMPHREY H. PACHECKER,
GEORGE CHERNOFF
11890 S.W. 8TH STREET, SUITE 500
MIAMI, FLORIDA 33184

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation is/are:

President: TERESITA DJ BARRERA
Vice President: HUMPHREY H. PACHECKER
Secretary: GEORGE CHERNOFF
11890 S.W. 8TH STREET, STE.500
MIAMI, FLORIDA 33184
Treasurer: HUMPHREY H. PACHECKER

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is/are: HUMPHREY H. PACHECKER
11890 S.W. 8TH STREET, STE.500
MIAMI, FLORIDA 33184

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

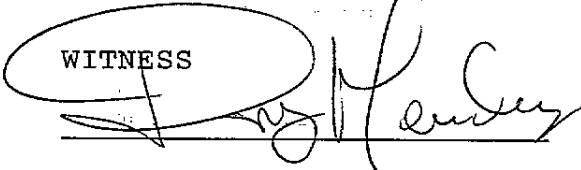
Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of November of 2000.

WITNESS

DORIS MENDEZ

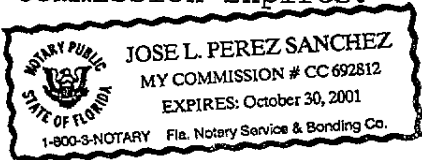

DR. HUMPHREY H. PACHECKER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HUMPHREY H. PACHECKER, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to the same before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of November, 2000.

My Commission Expires:




NOTARY PUBLIC, State of Florida
at Large.

FILED
00 DEC 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607 in ss 607.0501(3) Florida Statutes, the following is submitted, in compliance with said Act:

First that UNIVERSIDAD DE LOS PUEBLOS DE LAS AMERICAS, PEOPLES UNIVERSITY OF THE AMERICAS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named NAFA, NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS, CORP., located at 11890 S.W. 8th Street, Suite 500, City of Miami, County of Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I HUMPHREY H. PACHECKER, NAFA'S OFFICE ADMINISTRATOR, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
REGISTERED AGENT