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NAME: UNITED TOWNS AGENCY FOR NORTH-SOUTH COOPERATION
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DIVISION OF CORPORATIONS

May 15, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNITED TOWNS AGENCY FOR NORTH-SOUTH COOPERATION
REF: W96000010376

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC.

Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

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TALLAHASSEE, FLORIDA

(7)

ARTICLES OF INCORPORATION
OF
UNITED TOWNS AGENCY FOR NORTH-SOUTH COOPERATION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

UNITED TOWNS AGENCY FOR NORTH-SOUTH COOPERATION, INC.,

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:
9130 S.W. 134 PLACE, Miami, Florida 33186

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real personal property, or both and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:
To promote a just economic and social equilibrium between the industrialized countries and the underdeveloped ones.

To develop the sensitivity of the international public opinion, about the need of a strategy for development in these nations.

To facilitate the flow of information of Global cooperation, based in the respect of independence and no discrimination.

OSVALDO N. SOTO, ESQ.
2151 LEJEUNE ROAD, SUITE 310
CORAL GABLES, FL 33134
(305) 567-0010
FLORIDA BAR: 202614

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3. To maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or other wise, any property, real, personal, or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply, for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purpose of the organization.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid by the services rendered to or for the corporation affecting one or more of its purposes), and no director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or other wise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or even distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization except from taxation under section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the assets of the corporation such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue

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Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the Accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be:
Initially they will be appointed by the Incorporator, there after it will be decided by the Board of Directors.

ARTICLE V

The name and street address of the initial registered agent:

Oswaldo N. Soto, Esq. at 2151 LeJeune Road, Suite 310, Coral Gables, FL 33134.

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Luisa M. Garcia-Toledo at 9130 S.W. 134 Place, Miami, FL 33186.

ARTICLE VII

The affairs of the corporation shall be managed by a president, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The name of the officers and the office they shall hold until the first election shall be:

Luisa M. Garcia-Toledo:
Laida Caro:
Laly de la Cruz:
Blanca Ortega, C.P.A.

President
Vice-President
Secretary
Treasurer

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ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of four (4) persons whose names and addresses are as follows and who shall serve as Directors until the first election.

Luisa Garcia-Toledo: President
9130 S.W. 134 Place
Miami, FL 33186

Laida Caro: Vice-President
10000 S.W. 19 Street
Miami, FL 33165

Laly de la Cruz: Secretary
11650 S.W. 25 Street
Davie, FL 33325

Blanca Ortega: Treasurer
5701 S.W. 2nd Terrace
Miami, FL 33144

ARTICLE IX

The Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of this corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under section 501 (c) (3) of the Internal Revenue Code.

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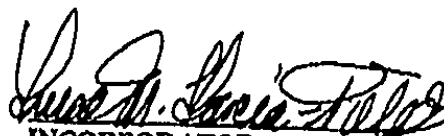
ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the by-Laws.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of May 1996.


INCORPORATOR

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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.

First-That UNITED TOWNS AGENCY FOR NORTH-SOUTH COOPERATION, INC
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of
incorporation has named Osvaldo N. Soto, Esq.
(Name of Registered Agent)
located at 2151 LeJaune Road, Suite 310
(PO Box not Acceptable)
City of Coral Gables, County of Dade
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

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


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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