

JAMES R. MANN
ATTORNEY AT LAW

N98060000525

January 20, 1998

Via U.S. Mail

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300002412509--9
-01/27/98-01008-016
*****78.75 *****78.75

RE: Articles of Incorporation for The Tropical Rainforest Foundation

Gentlemen:

Enclosed herewith please find an original and one copy of the above referenced articles of incorporation. Also enclosed is our check in the amount of \$78.75 representing payment for the filing fee, designation of registered agent, and certificate under seal.

Kindly forward a certified copy of said articles to the undersigned attorney. Thanking you in advance.

Sincerely,


James R. Mann, Esq.

JRM/db
encl.

James Mann - GAVE
AUTHORIZATION BY PHONE TO
CORRECT add corp suffix, Inc.
DATE 1-29-98
DOC. EXAM BB

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

98 JAN 27 AM 10:48

FILED

ARTICLES OF INCORPORATION
OF
THE TROPICAL RAINFOREST FOUNDATION, INC.

FILED
98 JAN 27 AM 10:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a non-profit corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

Article I

The name of the corporation shall be the Tropical Rainforest Foundation, Inc. (*Fundacion del Bosque Tropical/FBT* in Spanish).

Article II

The principal place of business shall be Guatemala City, Guatemala and Miami, Florida, USA. The mailing address of the non-profit corporation shall be 10360 S.W. 150th Ct., #12107, Miami, Florida 33196.

Article III

The purposes and general nature of the business to be transacted by the non-profit corporation shall be as follows:

The purpose of the non-profit corporation is to foster understanding of and to preserve tropical rainforests in Central America and to assist people living in those rainforests, especially indigenous Mayans.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this non-profit corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon non-profit corporations, and which a partnership, corporation or natural person could do and exercise, and which a part hereafter may be authorized by law.

Article IV

SECTION 1. ELECTION OF THE BOARD OF DIRECTORS. The non-profit corporation shall be organized upon a directorship basis. The affairs of the non-profit corporation shall be managed by a Board of Directors. The number of Directors shall be no more than fifty (50), and not less than ten (10), to be determined from time to time by a majority vote of the Directors present and voting at their annual meeting, a quorum required to be present. The first Board of Directors shall be elected by the members of the Board of Directors at their annual meeting.

SECTION 2. TERM OF OFFICE. The term of office for each Director shall be three (3) years, except that the term of office for each member of the Board of Directors may be staggered and determined by the Incorporators. Election of Directors shall take place at each annual meeting of the Board.

SECTION 3. VACANCIES. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the majority vote of the Directors present and

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

Article V

The corporate powers of this non-profit corporation shall be limited only as stated in the corporate by-laws. Otherwise, there are no limitations.

Article VI

The name of the initial registered agent of this non-profit corporation is Vida De Paz whose Florida street address is 10360 S.W. 150th Ct., #12107, Miami, Florida 33196.

Article VII

FILED

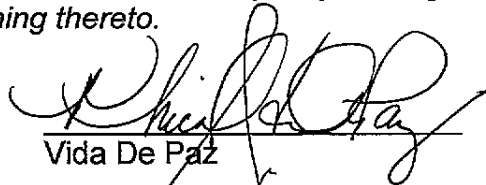
98 JAN 27 AM 10:48

The name of the Incorporator of these Articles of Incorporation is Vida De Paz
whose address is 10360 S.W. 150th Ct., #12107, Miami, Florida 33196.

Article VIII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation and the corporate by-laws. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

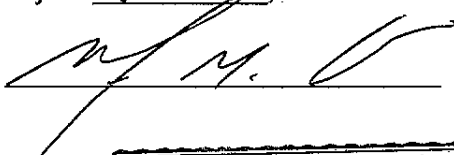

Vida De Paz

STATE OF (Fla)
COUNTY OF (Dade)

ED Lic - 135535382

I hereby certify that on this day personally appeared Vida De Paz, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

22 nd **WITNESS** my hand and seal at North Miami, Florida, Dade County, this
day of Jan, 1998.



1/27/98
Date

