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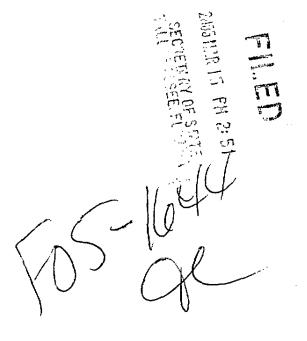
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TRANSMITTAL LETTER

Proceedings Corporations Division of Corporations	
SUBJECT: Fundacion Dr. Juan Andujar, Inc.	
	ration – must include suffix)
Dear Sir or Madam:	•
The enclosed "Application by Foreign Not for Prof Affairs in Florida", "Certificate of Existence", and profit corporation to conduct its affairs in Florida.	it Corporation for Authorization to Conduct its check are submitted to register the above referenced not for
Please return all correspondence concerning this m	atter to the following:
Ms. Judith Folgar	
(Name of Pe	erson)
	,
Fundacion Dr. Juan Andujar, Inc.	
(Firm/Com	pany)
6011 NW 69th Ave.	
(Address)	A STATE OF THE STA
` ,	
Tamarac, FL 33321	
(City/State and	Zip Code)
For further information concerning this matter, plea	ase call:
Ms. Elvira Del Valle or Dr. Juan Andujar at (Name of Person)	(787) 486-6145 or (809) 906-2785 (Area Code & Daytime Telephone Number)
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399	MAILING ADDRESS: Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314
Enclosed is a check for the following amount: \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certificate Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

Fundacion Dr. Juan Andujar, Inc. (Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)	
Dominican Republic 3. 98-044-055 (State or country under the law of which it is incorporated) (FEI number, if applicable)	
February 9, 2005 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")	_=
None (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S, to determine penalty liability.)	•. ·
La Lometa Veragua, Gaspar Hernandez, Provincia Espallat, Dominican Republic (Principal office address)	-
Elvira Del Valle, EPS-D 4144, PO Box 02-5548, Miami, FL 33102 (Current mailing address)	
Social Economic. Educational and Humanitarian Projects (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	ı
Social Economic. Educational and Humanitarian Projects (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Name and street address of Florida registered agent: (P.O. Box NOT acceptable)	; •
Name: Judith Folgar	
Office Address: 6011 NW 69th Ave	_
Tamarac , Florida 33321	
). Registered Agent's acceptance:	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS
Chairman: Elvira Del Valle-Morales
Address: La Lometa Veragua, Gaspar Hernandez, Provincia Espallat, Dominican Republic
Vice Chairman: Maximo Soto-Del Valle
Address: Perla Marina #2, Sosua, Provincia de Puerto Plata, Dominican Republic
Director: Teresa De Jesus-Gonell-Gomez
Address: Calle Pedro Clisante #8, El Batey, Sosua, Puerto Plata, Dominican Republic
Director:
Address:
B. OFFICERS
President: Elvira Del Valle-Morales
Address: La Lometa Veragua, Gaspar Hernandez, Provincia Espallat, Dominican Republic
Vice President: Maximo Soto-Del Valle
Address: Perla Marina #2, Sosua, Provincia de Puerto Plata, Dominican Republic
Secretary: Teresa De Jesus-Gonell-Gomez
Address: Calle Pedro Clisante #8, El Batey, Sosua, Puerto Plata, Dominican Republic
Treasurer: Maximo Soto-Del Valle
Address: Perla Marina #2, Sosua, Provincia de Puerto Plata, Dominican Republic
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.
13. Clevin fel Vel morales
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. 13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. <u>Elvira Del Valle-Morales, President</u>
(Typed or printed name and capacity of person signing application)





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

DOMINICAN REPUBLIC GENERAL PROSECUTOR OF THE REPUBLIC NATIONAL YEAR OF THE SOCIAL SECURITY

GENERAL SECRETARY

00999

Santo Domingo de Guzmán, D.N., R.D. January 20th, 2005.

Misters

FOUNDATION DR. JUAN ANDUJAR

Domicile

Municipal District of VERAGUA, Gaspar Hernandez

Community, Espaillat Province, Dom. Rep.

I'm glad to communicate you that by the Decreed No. 1593 of December 16th, 2004, issued by the President of the Republic, it is granted to formation of the **Foundation DR. JUAN ANDUJAR**.

Because this formation will be effective as soon as the mentioned Society make the deposit and the publication according to the Article 4 of the Law No. 520 of July 26th, 1920 and its modifications, we send you copies of the mentioned Decreed.

It is recommended to complete the requirements of the Article 42, of the Code of Commerce modified by the Executive Order No. 282, and as default to send the same to the General Prosecutor of the Republic, as soon as the mentioned procedure would be complete, copy of the registry of the performed publication.

Sincerely,

LIC. GLADYS ESTHER SANCHEZ RICHIEZ General Secretary Of the General Prosecutor of the Republic

CERTIFY: That the present is a true copy of the Decreed No. 1593 of December 16th, 2004, where the President of the Dominican Republic gives the formation of the Foundation DR. JUAN ANDUJAR, with its domicile at the Municipal District of Veragua, Gaspar Hernandez Community, Espaillat Province. San Juan Province, Dominican Republic, according to the Law No. 520 of the 1920, and its modifications, which rules the Societies without purpose of benefits.

Given at Santo Domingo de Guzmán City, National District, Capital of the Dominican Republic, on January 20th, 2005.

SIGNED:

LIC. GLADYS ESTHER SANCHEZ RICHIEZ

General Secretary of the General Prosecutor of the Republic





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

LEONEL FERNANDEZ

President of the Dominican Republic

100.- FOUNDATION DR. JUA ANDUJAR, which one has its domicile at the Municipal District of Veragua, Municipality of Gaspar Hernandez, Espaillat Province, Dominican Republic, which statutes were approved in the constitutive assembly performed on November 18th, 2004.





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

STATUTES OF FOUNDATION DR JUAN ANDUJAR

CHAPTER I

OF THE CONSTITUTION, IT NAMES, OBJECTIVES AND ADDRESS

ARTICLE 1. - It has been constituted in the Main highway, kilometer I, place the Lometa, Municipal District of Veragua, Gaspar Hernandez, Espaillat Province, Dominican Republic, to the three (3) days of the month of November of year two thousands four (2004), a foundation without profit aims.

ARTICLE 2. - This organization denominates FOUNDATION Dr JUAN ANDUJAR, and its duration is limitless.

ARTICLE 3. - Its main address is in the Main Highway ', Kilometer 1, place the Lometa, Municipal District of Veragua, Gaspar Hernandez, Espaillat Province, Dominican Republic, being able to have branch in all the national territory abroad and.

CHAPTER II

OF THE OBJECTIVES AND IDENTIFICATION

ARTICLE 4. - FOUNDATION Dr JUAN ANDUJAR, is born with the objective of contribution of educative systems for the community, educative socioeconomic development through vocational schools, the training with short, medium courses and of greater reach, as well as in scholarships for continuous studies, for which they qualify, like steadies in universities inside and outside the country; also one will work in programs to improve the education and well-being of the children and teachers of the community.

PARAGRAPH: In order to obtain the previous objectives, FOUNDATION Dr JUAN ANDUJAR will be dedicated to all allowed commerce, in the obtaining of the resources necessary and to make its operation possible.

ARTICLE 5. - FOUNDATION Dr JUAN ANDUJAR, will have a distinguishing symbol.

CHAPTER III

OF THE MEMBERS.

ARTICLE 6. - They could be members of FOUNDATION Dr JUAN ANDUJAR, all person who describe, as well as the people or institutions that they are identified with the objectives of this one foundation and declare of written way, his desire to be members of the same one and whenever the director, after evaluating it, accepts it like so.

ARTICLE 7. - The members will be: honorary founders, assets, liabilities and. -

ARTICLE 8. - The charter members, are those that at the time of approval of these statutes they have right to sign such.

ARTICLE 9. - The active members, are those that being accepted like such, enjoy all the benefits and existing obligations in the foundation, having right/s such as:

- a) Voice and vote in all and each one of the assemblies, meetings or commissions to that it comprises.
- b) To choose and elect being for elective positions of the foundation.





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly swom for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

- c) To be benefited from all the plans and social attendances of the foundation, agreed with the existing regulations in each plan.
- d) To participate in all the activities organized by the foundation, with exception with which they are reserved to the Board of directors or specific commissions.

ARTICLE 10. - The passive members, are those that for disciplinary reasons or lack of payment of quotas, have been separated of temporary way of the institution or for reasons of health, economic or of transfer of address or calls to account, the motus-own member has asked for their condition of passive member, without being expelled or quits from the foundation.

ARTICLE 11. - The passive member loses all the rights of active member, recovering them when it fulfills the imposed penalty, pays its quota or in the case of his voluntary passivity, it asks for his restoration as active and thus it accepts the Board of directors.

ARTICLE 12. - They will be honorary, all person who physical and morally contributes with the foundation, economic, professional and of any other form that tends to the profit of the objectives of this one, whose actions meritorious are recognized by the assembly and decides to designate them like such.

ARTICLE 13. - The duties of the members:

- a) To fulfill all the norms demanded by the foundation, executing all the charges put to its position and with the payment of all the economic commitments that are imposed to him.
- b) To exercise in faithfully and disinterestedly the positions for which they have been elect.
- c) To attend the assemblies and other meetings previously summoned.
- d) To obey the submissions and sanctions that validly were pronounced against them by justified causes, previous judgment with right to defense.
- e) To fulfill the dispositions of these statutes and the regulations of the foundation.
- f) Velar and to take care of with fervor the goods of the foundation as opposed to negligence of others and in front of them same.
- g) To inform to the discipline committee and monitoring, of the indecorous behavior of anyone of its partners or members, of any cause that attempts the foundation negatively.
- h) To inform in writing to the foundation any change of direction that makes.

CHAPTER IV

OF THE GOVERNMENT OF FOUNDATION DR JUAN ANDÜJAR

ARTICLE 14. - The direction organisms will be:

- a) General Assembly
- b) The Board of directors
- c) The Council of Discipline







I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

ARTICLE 15.- The General Assembly is the supreme authority of FOUNDATION Dr JUAN ANDÜJAR, and their decisions and agreements force all their members, that always adjust to the statutory dispositions; its integration is the totality of its charter members, assets and honorary, these last ones do not constitute quorum nor have right to the vote.

ARTICLE 16. - The faculties of the Assembly are:

- a) To draw up the general policy of the foundation.
- To study, to review and to modify the statutes in the cases that become necessary.
- c) To order the dissolution of the foundation.
- d) To know the financial and economic information presented/displayed by the treasurer of the Board of directors, for aims of approval or rejection.
- e) To know the budget annual.
- f) To meet and to approve the alliances with institutions similar or compatible, national as as much international.
- g) To meet the projects and programs of the institution for its approval.
- h) To know in last instance, of the resources elevated against decisions of the Board of directors or the Council of Discipline.
- i) To meet the election of the Council of Discipline for a new period.

ARTICLE 17. - The Assemblies will be:

- a) Ordinary
- b) Extraordinary The Ordinary ones will be: 1) Simple 2) Statutory 3) Election

ARTICLE 18. - The ordinary assemblies will be celebrated in the last week of the month of December of every year and will know the following subjects:

- a) Report of the president of the works made during the last year and projects of work for the next year, elaborated by the Council of Administration.
- b) Report of the treasurer.
- c) Presentation of the budget for the new period by the end of approval or rejection.
- d) Approval and presentation of new members.
- e) Knowledge of new and pending subjects.

ARTICLE 19. - The quorum of the ordinary assembly is of half, plus one of the members that constitute members of the foundation.

PARAGRAPH: In case of not having quorum, a new call for fifteen (15) days will become after first and the quorum will be the one that constitutes - the assistants will never be smaller of a forty per cent (40%) of membership of the foundation.

ARTICLE 20. - The decisions of the ordinary and extraordinary assemblies, will be the one of the simple majority of the present quorum, which as well, must be constituted, by the two third parts of membership of the foundation.

ARTICLE 21. - The simple extraordinary assemblies will know everything what is faculty of the general assembly, and that does not correspond to the ordinary assembly; whichever times can be summoned is necessary by the





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two third parts of the members of the administration advice or at least fifteen (15) active members of the foundation.

ARTICLE 22. - The statutory assembly will be summoned at least thirty days ahead and they will only be able to know the indicated subjects in the call and that it concerns to statutory modifications.

ARTICLE 23. - The election assemblies will meet every two (2) years in the month of December to choose to the board of directors corresponding to the new period; in the same one they will choose an electoral commission, to which any aspiring to directive position does not have to belong.

ARTICULE 24. - The electoral commission will be composed by three (3) members, of whom it will choose a president and two members, that will direct the electoral assembly.

ARTICLE 25. - The elections will take place by secret vote by means of the plate system and will be winning the plate that obtains the absolute majority of votes.

ARTICLE 26. - Once finished the elections, winner will declare itself the plate benefited by most of votes and the electoral commission will come immediately to its oath.

ARTICLE 27. - The election assembly will be summoned thirty (30) days ahead.

ARTICLE 28. - All the calls of assemblies will be made in writing and had to be signed by the president and the secretary or by those who do their times.

CHAPTER V OF THE BOARD OF DIRECTORS

ARTICLE 29. - The board of directors will be composed by:

- a) President
- b) Vice-president
- c) Secretary General
- d) In charge of Acts and Correspondence
- e) Social attendance and Health
- f) Treasurer and Ordered of Finances
- g) Chief of Cultural
- h) Vocal the

PARAGRAPH 1: The meeting will have so many advisers as the situation demands it.

PARRAFO 2: Nevertheless, there will be a legal, the educative thing permanent adviser in and social attendance, these advisers will have to be chosen of the founders members.

PARRAFO 3: The decisions of the Board of directors will be by the simple majority of votes.





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

CHAPTER VI

ARTICULATE 30. - They are attributions of the board of directors:

- a) To draw up administrative and financial policies.
- b) To plan the projects and programs of the institution.
- c) To execute dispositions of the general assembly.
- d) To present estimated to the general assembly.
- e) It has the delegated permanent authority of the assembly and can maintain the relations with organisms of any species for the obtaining of new projects.
 - f) Its duration is of two (2) years.
- g) The elected members of the directive advice, can be re-elected by another consecutive period, but they could not be it by than two (2) periods, more returning to be able to be elect once passed a period between mandate and its new election.
- h) The members of the board of directors will not be able to hold no position or use with wages in the foundation.

CHAPTER VII

OF THE FUNCTIONS

ARTICLE 31. - Of The President

The president of FOUNDATION Dr JUAN ANDUJAR is his official spokesman, presides over the board of directors and the assembly, is authorized to represent before justice and to sign any contract or document and has the representation of the organization, in addition he will have to his position the planning and coordination of the public relations, national as much as international of the foundation, in addition he will be able to ask for the corresponding incorporation of the FOUNDATION.

ARTICLTE 32. - Of The Vice-president.

It will exert the functions of the president in his absence, in addition to which is assigned.

ARTICLE 33. - Of The Secretary General

The general secretariat will be exerted by its holder and to the lack of this one, by member that the board of directors determines; their functions will be the one to coordinate, to direct and to supervise all the activities planned by the meeting with the exception of which in the heat of it decides to make.

ARTICULE 34. - Of the Treasurer and/or Chief of Finances

It will have to his position the coordination and the planning of all the activities economic of the institution, as well as the control and control of same.

PARAGRAPH: Jointly with the president it will have to sign checks or diverse issues.

ARTICLE 35. - Of the One in charge of Acts and Correspondence

Will register the incidence of each ordinary or extraordinary meeting and will control the emission and receipt of correspondences.

ARTICLE 36. - Of the Secretary of Social Attendance and Health It will have to its position the direction of all the social plans of the foundation, in addition to the functions that are assigned to him.





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly swom for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

ARTICLE 37. - Of the Advisers The advisers will have permanent character and will be chosen of the members founders with right to voice and vote in the meetings.

CHAPTER VIII

DISCIPLINARY NORMS

ARTICLE 38. - The discipline advice will be elect annually in the ordinary assembly and will be made up of three (3) members, with being able to sanction to any member of the institution.

ARTICLE 39. - The violations of the statutes and the objectives and principles of the foundation, will be known in the meeting the advice discipline, being able the president, the Secretary General or half plus one of the members of the advice, to summon an extraordinary meeting to know such aims.

ARTICLE 40.- PUNISHMENTS.

The sanctions by the established violations will be able to vary, depending on the lack, being able to be a reprimand or the expulsion of the rapist, the intermediate sanctions will determine the discipline advice to them.

PARAGRAPH: The ventilation of all violation will have to be done in the presence of which it has broken the norms, having right a to defend itself, the decisions of the advice, in this one and all the cases, could only be appealed in ordinary or extraordinary general assembly.

CHAPTER IX

OF THE ECONOMIC RULES

ARTICLE 41. - In the month of October of every year, the directive advice will do a cut of the operations in the different departments or commissions, determining a general balance sheet according to the accepted principles of general accounting.

CHAPTER X.

FINAL DISPOSITIONS

ARTICLE 42. - The association will dissolve by anyone of the following causes:

- a) Disposition of the general assembly with the unanimous participation of the members.
- b) By cancellation of the authorization to work, in agreement with the norms established by Article 20, of law no. 520, the 26 of Julio of the 1920, modified by the Art.2 of Law 666 of the 1982, on societies without character of profit, its regulations and their statutes; disappearing like built-in society legally.

In case of disappearance of the foundation, all the goods, are these furniture or immovable, will be donated to an identical institution with the same objectives and purposes.

In the Main Highway, kilometer I, place the Lometa, Municipal District of Veragua, Gaspar Hernandez, Espaillat Province, Dominican Republic, to the three (3) days of the month of November of year two thousands four (2004).

Signed: ELVIRA DEL VALLE MORALES

Signed: WANDY RAMOS

Signed: SANTIAGO MOISES COLOME P.

Signed: YESENIA J. ARAGONES

Signed: MAXIMO A SOTO DEL VALLE Signed: TERESA DE JESUS GONELL

Signed: YRRADAISY M. DE LEON





I, LIC. VICTOR JOSE ZAPATA TORIBIO, JUDICIAL INTERPRETER of the Court of First Instance of the National District, duly sworn for the legal exercise of my functions; CERTIFY: That I have proceeded with the translation of a document written in the Spanish Language, the English version of which according to the judgment of the undersigned reads as follows:

PUBLICATION OF FORMATION FOUNDATION DR. JUAN ANDUJAR

For the accomplishment of the requested by the Article 4 of the Law 520 of date July 26th, 1920, it is made of public acknowledgment the following:

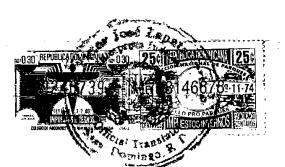
- 1.- That on date January 20th, 2005, the General Prosecutor of the Republic, issued in its communication No. 00999 in which it is certified by Decreed No. 1593 of date December 16th, 2004, issued by the President of the Republic, Dr. Leonel Fernández Reyna, that has been granted the benefit of the Formation of the Foundation DR. JUAN ANDUJAR.
- 2.- Therefore, is made of public acknowledgment that the domicile of the said foundation is established at the Municipal District of Veragua, municipality of Gaspar Hernández, Espaillat Province, Dom. Rep., Kilometer 1 La Lometa, and it cans have brans in all the country and in foreign countries.
- 3.- The Directive Board will be formed as follows:
 - 1.- ELVIRA DEL VALLE MORALES.- President.
 - 2.- YRRADAISY MARIA DE LA LEON.- Secretary.
 - 3.- MAXIMO A. SOTO DEL VALLE.- Treasurer.
 - 4.- WANDY RAMOS.- Vice-President.
 - 5.- TERESA DE JESUS GONELL GOMEZ.- General Secretary.

In Santo Domingo, National District, Capital of the Dominican Republic, on February 9th, 2005.

MRS. ELVIRA DEL VALLE MORALES

President

Given faith sign and seal this document, in Santo Domingo, National District, Capital of the Dominican Republic. On this February 18th, 2004. Upon the request of the interested party registered in my files under No. TRAD2K5C.078.





Edward Vicente Vrgazo Rodrigues

Oficinis'a Mecanógrafo de la Procuraduría General de la República



7787172

REPUBLICA DOMINICANA

SECRETARIA DE ESTADO DE RELACIONES EXTERIORES

la misma que acostunbre a usar en todos sus actos y a la cual se debe entera le y crédito.

Sto. Dgo., R. D

LEG. Nº....

ENCARGADO

DIVISION DE LEGALIZACIONES
DEL DEPARTAMENTO CONSULAR