

N0000000376

OFFICE USE ONLY (Doc #)

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
 3320 S.W. 87th AVENUE
 (Address)
 MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UNIDAD HONDUREÑA INC (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
 00 JAN 20 PM 2:13
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*file copies
 Original Report
 Never received
 \$20.00
 [Signature]*

300003098903-9
 -01/14/00-01053-005
 *****78.75 *****78.75

RECEIVED
 00 JAN 14 AM 11:45
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA
 Examiner Initials:

100-1234



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2000

LAZARUS

MIAM, FL

SUBJECT: UNIDAD HONDURENA INC.
Ref. Number: W00000001234

We have received your document for UNIDAD HONDURENA INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 000A00002136

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00 JAN 20 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNIDAD HONDUREÑA INC.

We the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation not for profit.

ARTICLE ONE

The name of the Corporation shall be UNIDAD HONDURENA INC. (known in English as Honduran Unity; name that can also be used to identify the Corporation.)

ARTICLE TWO

The general nature of the business to be conducted by the Corporation shall be to organize members of the public who are interested in promoting the advancement and promotion of the individuals and the members of the Community of Honduran nationals who live in the United States of America.

ARTICLE THREE

The Corporation will promote seminars, study groups, lectures, and any other activity conducive to the acquisition of immigration status, promotion and advancement of the Hondurans who reside in the U.S.A.

ARTICLE FOUR

This Corporation will originate and use its funds initially in the following manner:-
Source A). Donations made by any contributor and dues of the membership.
Destination A). These monies shall be used by the Board of Directors to pay for the costs of administration of the publications and to pay salaries, services, administrative costs, and all expenses connected with the initial operation of this Corporation.

Source B). There will be \$10.00 a month fee per member that will be placed on an account with any bank in Miami, Florida. Destination B). These funds will be used to pay for the promotion of the corporate projects, and administrative costs of operating the Corporation, and whatever remainder may there be in the account will be used to pay for the initial rents or down payment of a office unit, or be used as equity to obtain funding for other projects of the Corporation.

Source C). Loans and grants from National, State and Local Agencies or Development Organizations will be used according to the specific stipulations.

The Corporation shall have all of the statutory powers of a Corporation not for profit and except where variance permitted by law appear in these Articles. The Corporation may enter into lease agreements and may acquire and enter into agreements acquiring lease holds, memberships, and other possessory or use interest for terms up to and including 99 years, intended to provide for the enjoyment recreation use and benefit of the members; included, but not limited to, lease of recreation areas and facilities.

ARTICLE FIVE

All persons who are interested in promoting the legal immigration status for the Honduran community are eligible to become members of this Corporation. Membership will require the signing of a membership agreement, the payment of a membership fee, and subsequent payment of a monthly fee shall apply to each member in order to obtain the goals of this Association. The subscribers shall remain members of the Corporation and shall each be entitled to one vote.

Membership will terminate automatically and immediately as a member terminates the agreement; whether by breach of contract or by breach of any of the conditions related to such contracts, or for the non-payment of fees.

ARTICLE SIX

Each member in good standing shall be entitled to one vote at the Corporation meetings.

ARTICLE SEVEN

No part of the income of this Corporation shall be distributed to its members except as compensation for services rendered. Funds received in trust may be returned to the grantors and shall not be considered income of the Corporation.

ARTICLE EIGHT

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE NINE

The initial registered office of the Corporation shall be at: 8370 West Flagler Street, Suite 110; Miami, Florida 33144; and the Registered Agent at that address shall be Alfonso Oviedo, Esquire. *AND THE PRINCIPAL OFFICE SHALL BE AT: 8370 WEST FLAGLER STREET, SUITE 110, MIAMI, FL 33144*

ARTICLE TEN

The business of the Corporation shall be conducted by a Board of Directors, which shall consist of not less than three persons, as shall be designated by the by-laws and elected at the annual meeting.

ARTICLE ELEVEN

The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

JOSE CARLOS LAGOS
6850 SW. 24 St. Suite 506
Miami, Florida, 33155

President

Dr. Burij Muchnik
6850 SW. 24 St. Suite 506
Miami, Florida, 33155

Vice President

Alfonso Oviedo
8370 W. Flagler Street, Suite 110
Miami, Florida 33144

Secretary/Treasurer

ARTICLE TWELVE

All officers and directors shall be indemnified by the association against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceedings or settlement thereof in which they may become involved by reason of holding such office. The association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE THIRTEEN

The by-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or resident in the manner prescribed by the by-laws.

ARTICLE FOURTEEN

The name and street addresses of the Subscribers to these Articles of Incorporation are as follows:

JOSE CARLOS LAGOS
6850 SW. 24 St. Suite 506
Miami, Florida, 33155

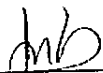
Dr. Burij Muchnik
6850 SW. 24 St. Suite 506
Miami, Florida, 33155

Alfonso Oviedo
8370 W. Flagler Street, Suite 110
Miami, Florida 33144

ARTICLE FIFTEEN

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote or all voting rights of all members of the Corporation and all rights conferred upon the members herein are granted subject to this reservation except for those rights contained in Article 12.

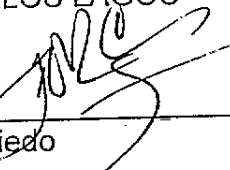
In witness whereof, we the undersigned subscribers to these Articles of Incorporation have set our hands and seals this 18 day of NOVEMBER, 1999.



JOSE CARLOS LAGOS



Dr. Burij Muchnik



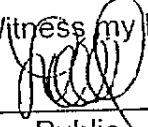
Alfonso Oviedo

State of Florida:
County of Dade:

I HEREBY CERTIFY that on this 18th day of NOV of 19 99 before me an officer duly authorized and personally appeared Jose Lagos, Burij Muchnik and Alfonso Oviedo to me well known and known to be the persons

subscribed herein and who executed the foregoing instrument, and they acknowledge before me that they executed the said instrument.

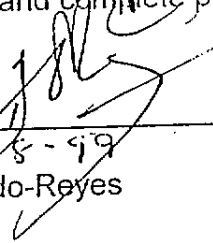
Witness my hand and official seal in the County and State afore said date.



Notary Public

OFFICIAL NOTARY SEAL
LUISITA MONTALBAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC657409
MY COMMISSION EXP. JULY 9, 2001

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dated 11-18-99
Alfonso Oviedo-Reyes

00 JAN 20 PM-2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED