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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. FRATERNIDAD GUARDIA NACIONAL DE
(Corporation Name) (Document #)

2. NICARAGUA, INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

| TRANSLATION | |
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| <input checked="" type="checkbox"/> Pro | FRATERNITY |
| <input type="checkbox"/> Nor | NATIONAL |
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| <input type="checkbox"/> Dor | NICARAGUAN, |
| <input type="checkbox"/> Oth | INC. |

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Examiner's Initials

ARTICLES OF INCORPORATION

FOR

FRATERNIDAD GUARDIA NACIONAL DE NICARAGUA, INC.

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00 APR 21 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

FRATERNIDAD GUARDIA NACIONAL DE NICARAGUA, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

9835 SW 53 TERRACE
MIAMI, FL. 33165

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

A.— To promote unity among all ex-members of the Nicaragua National Guard and friends.

B.— To encourage all its members to participate in the United States and Nicaragua's social, civil and cultural activities.

C.— The property of this Corporation is irrevocably dedicated to charitable purposes and no part of net income or assets or earnings of this Corporation shall ever inure to the benefit of any Directors, officers, members (if any), employees, or to the benefit of any private individual.

E.— This Corporation is organized and shall be operated exclusively for Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (including later amendment or modification).

F.— In the event of the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The Board of Directors shall be elected by general assembly of all members. This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: They are subject to the provisions of the Florida Not for Profit Corporation Act, and all other related laws and regulation, and to any limitations in the Articles of Incorporation and in the bylaws relating to actions required or permitted to be taken or approved by the members of the Board of Directors, if any, of this Corporation. The activities and affairs of this Corporation shall be conducted and all corporate powers shall be managed or exercised by, or under the direction of the Board of Directors.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

*Eduardo Flores
9835 SW 53 Terrace
Miami, Fl. 33165*

ARTICLE VII INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is(are):

| | | | |
|----------------------------|----------------------------------|-------------------------|-----------------|
| <i>Flores, Eduardo G.:</i> | <i>9835 SW 53 Terrace,</i> | <i>Miami, Fl. 33165</i> | <i>DIRECTOR</i> |
| <i>González, Mario:</i> | <i>1073 NW 128 Place,</i> | <i>Miami, Fl. 33182</i> | <i>DIRECTOR</i> |
| <i>Ortega, Rodrigo:</i> | <i>18051 SW 153 Court</i> | <i>Miami, Fl. 33187</i> | <i>DIRECTOR</i> |
| <i>Calonje, Róger:</i> | <i>7145 SW 83 Place,</i> | <i>Miami, Fl. 33143</i> | <i>DIRECTOR</i> |
| <i>Caldera, Sergio D.:</i> | <i>14919 SW 104 Street, #12,</i> | <i>Miami, Fl. 33196</i> | <i>DIRECTOR</i> |

The initial Board of Directors shall serve for a term of two (2) years while the corporation is organized. Thereafter, their successors shall serve for a two (2) years period, and may be reelected to serve an additional period of two (2) years in the Board of Directors.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
14th. Day of April, 2000


Signature(s) of the Incorporator(s)

x 


Eduardo Flores G. - Director
Typed name of Incorporator signing




Mario González - Director
Typed name of incorporator signing



Rodrigo Ortega - Director
Typed name of incorporator signing



Róger Calonje - Director
Typed name of incorporator signing



Sergio D. Caldera - Director
Typed name of incorporated signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 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.

1. The name of the corporation is: FRATERNIDAD GUARDIA NACIONAL DE NICARAGUA, INC.

2. The name and address of the registered agent and office is:

Eduardo Flores G.
(NAME)

9835 SW 53 Terrace
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl. 33165
(CITY/STATE/ZIP)

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 _____

DATE _____

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00 APR 21 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: \$35.00