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FILED  
00 JUL 21 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 18, 2000

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-07/21/00--01068--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of The Uniplex Foundation, Inc.

Dear Sir or Madam:

Enclosed please find two (2) originally signed Articles of Incorporation and one (1) copy of the Articles of Incorporation of The Uniplex Foundation, Inc. I have included the required fee to file the document and receive a certified copy.

I thank you in advance for your assistance regarding this matter. Should you need further assistance or have questions please do not hesitate to contact me.

Very truly yours,

*Diane Stine*

Diane Stine  
Legal Assistant  
For the Firm

Enclosures

7-25  
KPC

ARTICLES OF INCORPORATION  
OF  
THE UNIPLEX FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles for the purpose of forming a corporation not for profit under Chapter 617 of the Florida statutes and certifies as follows.

ARTICLE I

The name of the corporation hereinafter called the "Corporation" shall be: THE UNIPLEX FOUNDATION, INC. with its principal place of business being 848 Brickell Ave. Ste. 1120, Miami, Florida 33131.

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes in connection with the following:

(a) To engage in and perform any and all acts of a charitable nature to help the elderly and children in Latin America by all means, without limitation, as well as to raise funds and acquire products for said purposes;

(b) To promote the cause of education and the sense of community by all means and methods;

(c) To use any and all lawful means to accomplish the purposes and objectives of the Corporation and, in general, either along or in association with other organizations, carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of the Corporation.

(d) To assist the disadvantaged, generally, in order to improve their condition and improve their quality of life.

(e) To enter into any other lawful endeavor, from time to time and without limitation, except as prohibited by '501(c)(3) of the Internal Revenue Code of the United States and other appropriate laws, rules and regulations.

(f) To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

(g) To establish a main office or offices for the conduct of the activities necessary to carry out the purposes of this Corporation; and

(h) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein. Said powers shall include, but not be limited to, the power to sue and be sued; the power to enter into contracts; the right to receive property by device or bequest, subject to the laws regulating the transfer of property by Will, and otherwise acquiring and hold all property, real or personal, including shares of stock, bonds and securities of other corporations; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of any or property, real or personal; the power to borrow money, contract debts and issue bonds, notes and debentures and to secure payment in performance of its obligations; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purpose(s) of the Corporation.

#### ARTICLE IV

The registered office of this Corporation and its registered agent to accept service of process within the State of Florida is: Cecilia Zurita located at 848 Brickell Ave. Ste. 1120, Miami, Florida 33131.

#### ARTICLE V

The Corporation shall not have members.

#### ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share

in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations 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 such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

#### ARTICLE VII

The name and address of the incorporator is:

Cecilia Zurita      1848 Brickell Ave., Ste. 1120  
Miami, FL 33131

#### ARTICLE VIII

The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than two Directors.

Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, as follows:

Washington Vasconez	Dr. Raul Zurita
848 Brickell Ave., Ste. 1120	848 Brickell Ave., Ste. 1120
Miami, FL 33131	Miami, FL 33131

Rosalia Arteaga	Dr. Wadih Boutros Tayah
848 Brickell Ave., Ste. 1120	848 Brickell Ave., Ste. 1120
Miami, FL 33131	Miami, FL 33131

Cecilia Zurita  
848 Brickell Ave., Ste. 1120  
Miami, FL 33131

#### ARTICLE IX

The officers of the Corporation shall be the President, Secretary and Treasurer (which may combine with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors.

#### ARTICLE X

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of the Board of Directors of the Corporation in the manner provided in the Bylaws.

#### ARTICLE XI

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be

exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 10<sup>th</sup> day of July, 2000.

Cecilia Zurita  
Cecilia Zurita, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Cecilia Zurita  
Cecilia Zurita, Registered Agent

7/10/00  
Date