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Florida Department of State  
Division of Corporations  
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~~NON~~  
**FLORIDA PROFIT CORPORATION OR P.A.**

**KEY FOR COLOMBIA, CORP.**

Certificate of Status	0
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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

**September 26, 2000**

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**SUBJECT: KEY FOR COLOMBIA, CORP.**  
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**Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314**

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ARTICLES OF INCORPORATION

OF

KEY FOR COLOMBIA, CORP.

a Florida corporation not for profit

ARTICLE I - NAME

The name of this corporation is: KEY FOR COLOMBIA, CORP.. The principal place of business and the mailing address of this corporation shall be: 565 Harbor Drive, Key Biscayne, Florida, 33149..

ARTICLE II - ENABLING LAW

This corporation is organized pursuant to the Corporation Not for Profit Law of the State of Florida as set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSES

The specific and primary purpose for which this corporation is organized is for the promotion and execution of programs relating to the improvement and development of social, economical, cultural, and educational progress of the Colombian community, either in Colombia or in any other place where its nationals are located.

This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of the purposes heretofore set forth.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - INCORPORATORS

The name and residence of each of the subscribers of these Articles of Incorporation are as follows:

A. Rosemary Sala

260 Crandon Blvd.  
Suite 14

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Key Biscayne, FL 33149

ARTICLE VI - MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this corporation.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors - The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of ( ) directors. The number of directors herein provided for may be changed by a By-Law duly adopted by the members entitled to vote. Directors shall be elected annually by majority vote of the membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

Juliette Montoya

565 Harbor Drive,  
Key Biscayne, FL 33149

Angela Malavenda

255 Cranwood Drive  
Key Biscayne, FL 33149

Maria Adelaida Ospina

141 Crandon Blvd., Apt. #335  
Key Biscayne, FL 33149

B. Elected Officers - The officers of this corporation shall be a President, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed by members of the corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

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NAME	OFFICE	ADDRESS
Juliette Montoya		565 Harbor Drive, Key Biscayne, FL 33149
Angela Malavenda		255 Cranwood Drive Key Biscayne, FL 33149
Maria Adelaida Ospina		141 Crandon Blvd., Apt. #335 Key Biscayne, FL 33149

ARTICLE VIII - LOCATION OF REGISTERED OFFICE:

IDENTIFICATION OF REGISTERED AGENT

A. The address of the corporation's initial principal office in the State of Florida is: 565 HARBOR DRIVE, KEY BISCAYNE, FLORIDA, 33149.

B. The name and address of this corporation's initial registered agent is A. ROSEMARY SALA, ESQUIRE, 260 CRANDON BLVD., #14, KEY BISCAYNE, FLORIDA, 33149.

ARTICLE IX - INCOME FROM PUBLIC EVENTS

If this corporation holds any event in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributed to such participation by non-members will be paid over to an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

ARTICLE X - BY-LAWS

The By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part by the members or by the Directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of members of the corporation.

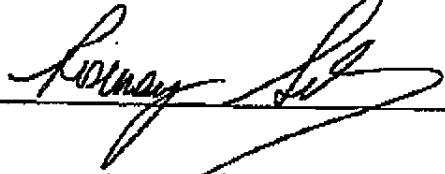
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ARTICLE XII - DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the corporation's voting members or when the objects for which this corporation is organized have been fully accomplished.

The undersigned, constituting the subscribers of this corporation for the purpose of forming this corporation not for profit under the Laws of the State of Florida have executed these Articles of Incorporation this 22 day of September, 2000.



STATE OF FLORIDA

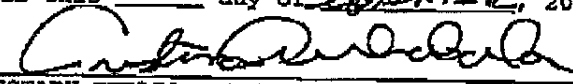
COUNTY OF MIAMI-DADE

ss:

BEFORE ME, personally appeared A. Rosemary Sala, to me well known and known to me to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of September, 2000.

My commission expires  
 OFFICIAL NOTARY SEAL  
 CRISTINA ARECHABALA  
 PUBLIC STATE OF FLORIDA  
 COMMISSION NO. 00000000000000000000

  
 NOTARY PUBLIC, State of Florida at Large
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned does hereby accept appointment as the initial registered agent of KEY FOR COLOMBIA, CORP., a Florida corporation not for profit.

  
 A. ROSEMARY SALA, ESQUIRE

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