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FLORIDA NON-PROFIT CORPORATION

IIISPA Avaya-South Florida, Inc

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Articles of Incorporation

HISPA Avaya-South Florida, INC.
A Non Profit Organization

ARTICLE I- NAME

The name of the corporation shall be HISPA Avaya-South Florida, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III- NON PROFIT CORPORATION

The HISPA Avaya-South Florida, Inc. shall be a non profit organization.

ARTICLE IV- PURPOSE

This organization is exclusively for the enhance of professional, educational, economic carrier and cultural development of AVAYA employees in South Florida. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the making of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whereto income or principal, and whether acquired by fit or contribution or otherwise, shall be devoted to said purposes.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office and the principal place of business of the corporation is 8400 Doral Blvd 2nd Floor, Miami, FL 33166 and the name of the agent at such address is : Carlos Lopez.

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ARTICLE VI- EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation, except from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII- BOARD OF DIRECTORS

The corporation shall have one or more classes of members as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The board of directors were elected as stated in the bylaws.

The number of Directors constituting the first Board of Directors is Six (6), their names being as follows:

Board of Directors:

Carlos Lopez
8400 Doral Blvd 2nd Floor
Miami, Fl 33166

Angelica Villafranca
8400 Doral Blvd 2nd Floor
Miami, FL 33166

Ed Sorensem
8400 Doral Blvd 2nd Floor
Miami, FL 33166

Fernando Marquez
8400 Doral Blvd 2nd Floor
Miami, FL 33166

Theresa Long
8400 Doral Blvd 2nd Floor
Miami, FL 33166

Micki Reyes
8400 Doral Blvd 2nd Floor
Miami, FL 33166

Executive Committee:

President-	Carlos Lopez
Vice President-	Angelica Villafranca
	Ed Sorensen
Treasurer	Millie Gonzalez
Secretaruy-	Micki Reyes

ARTICLE VIII - PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (member) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DISSOLUTION

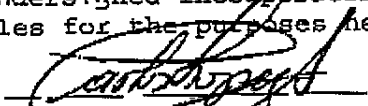
At time of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE X - INCORPORATOR(S)

The incorporator(s) of this corporation is /are:

Name	Address
Carlos Lopez	8400 Doral Blvd 2nd Floor Miami, FL 33166

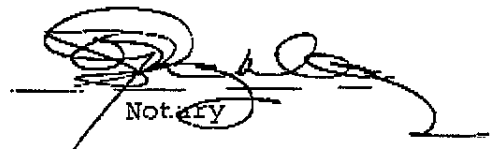
The undersigned incorporator (s) certify that they execute these articles for the purposes herein stated.


Carlos Lopez

IN WITNESS WHEREOF, I, the undersigned, and aforementioned incorporator have hereunto set my hand and seal this 20 day of February, 2001.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

My commission expires 
SONIA GONZALEZ
Notary Public - State of Florida
My Commission Expires Feb 13, 2004
Commission #CC 909725


Notary

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitte, in compliance with said Act:

First - That HISPA Avaya-South Florida, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami,

County of Miami-Dade, State of Florida.

has named Carlos Lopez _____,
(Name of Registered Agent)

located at 8400 Doral Blvd 2nd Floor

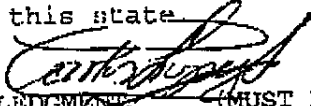
City of Miami _____ County of Miami-Dade

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State of Florida, as its agent to accept service of process
within this state


ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

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