

Hughes Hubbard & Reed LLP

NO1000002015

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Miami, Florida 33131-4332
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of Counsel
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*****78.75 *****78.75

March 15, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: US/Cuba Legal Forum, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of US/Cuba Legal Forum, Inc., a nonprofit corporation, along with the filing fee of \$78.75.

If you have any questions, please call me at (305) 379-5574.

Very truly yours,

Antonio R. Zamora (dh)

ARZ/dh
Enc.

FILED
2001 MAR 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W6-MI992020-052
One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

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**ARTICLES OF INCORPORATION
OF
US/CUBA LEGAL FORUM, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a Nonprofit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the proposed Corporation is: US/CUBA LEGAL FORUM, INC.

**ARTICLE II
NOT FOR PROFIT**

The Corporation is a Nonprofit Corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.

**ARTICLE III
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV
PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively for following:

1. To contribute to the development of normal legal relations between the Republic of Cuba and the United States of America by means of seminars, conferences, publications, reunions, discussions and legal contracts.
2. To study the legal system of the Republic of Cuba by means of seminars, conferences, publications, reunions, discussions and legal contacts.
3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

ARTICLE VI MEMBERS AND INCORPORATORS

Membership in the Corporation shall be open to individuals and entities that support the purposes of the Corporation. The By-Laws shall establish the rules of membership. The Corporation shall have Voting Members who shall be elected and may be removed by the Voting Members and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The names and addresses of the initial Voting Members who are also the incorporators signing these Articles of Incorporation are as follows:

NAME:

ADDRESS:

Jose M. Palli

9700 S. Dixie Highway
Suite 930
Miami, FL 33156

Jesus Sanchelima

235 S. LeJeune Road
Miami, FL 33134

Antonio Zamora

201 S. Biscayne Boulevard
Suite 2500
Miami, FL 33131

ARTICLE VII PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation shall be:

201 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

**ARTICLE VIII
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Antonio Zamora
201 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Voting Members shall elect the Directors annually. The initial Board of Directors is as follows:

NAME:

ADDRESS:

Jose M. Palli

9700 S. Dixie Highway
Suite 930
Miami, FL 33156

Jesus Sanchelima

235 S. LeJeune Road
Miami, FL 33134

Antonio Zamora

201 S. Biscayne Boulevard
Suite 2500
Miami, FL 33131

**ARTICLE X
BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of

Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

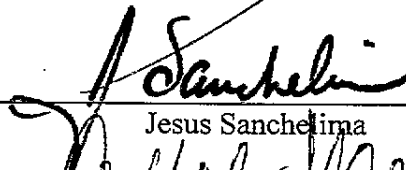
**ARTICLE XII
NONSTOCK BASIS**

The Corporation is organized on a Nonstock Basis. This Corporation shall not issue shares of stock.

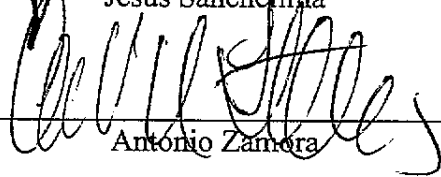
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 13~~th~~ day of March, 2001.



Jose M. Palli



Jesus Sanchelima



Antonio Zamora

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE
MADE.**

In compliance with section 607.0501, of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, County Miami-Dade, Florida, whose Corporate name is:

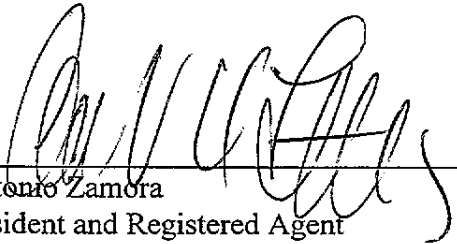
US/CUBA LEGAL FORUM, INC.

has named Antonio Zamora, as its Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

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

Dated this 13th day of March, 2001.


Antonio Zamora
Resident and Registered Agent
201 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

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2001 MAR 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA