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COST LIMIT : \$ 78.75

*Patricia Pigato*

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2001 JUL -6 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : July 6, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 211818-005

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshstein  
Kilpatrick Stockton LLP

Suite 2000  
200 South Biscayne Boulevard  
Miami, FL 33131

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL -6 AM 11:20  
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DOMESTIC FILING

NAME: ADVANCED EXECUTIVE BUSINESS  
SCHOOL, INC.

EFFECTIVE DATE:

500004462455--4

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

*js mke/01*

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVANCED EXECUTIVE BUSINESS SCHOOL, INC.**  
**A Florida Not-For-Profit Corporation**

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TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is Advanced Executive Business School, Inc. (the "Corporation") and the principal place of business and mailing address of the corporation is 200 South Biscayne Blvd., Suite 2000, Miami, Florida 33131.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE II

NATURE OF BUSINESS

The purpose of the Corporation is educational. The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section, 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law).

### ARTICLE III

#### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the members of the Board of Directors which members shall be elected in the manner provided in the bylaws of the Corporation.

The Board of Directors shall elect annually the following officers of the Corporation: a president and a vice president, each of whom shall be a member of the Board of Directors, a secretary, a treasurer, and such other officers and employees of the Corporation as it may deem necessary.

The Board of Directors shall elect a president of the University, to serve at its pleasure, who shall be the chief officer of the University in administering the affairs of the University under the authority and control of the Board of Directors. The Board of Directors shall elect such other officers of the University to serve at its pleasure and shall elect such members of the Faculty as it shall deem necessary.

The Board of Directors shall have the power to make bylaws and regulations not inconsistent with the laws of this State or of this Articles of Incorporation for the discharge of its functions and for the government of the University.

The Board of Directors shall hold meetings as provided in the bylaws but, anything in the bylaws to the contrary notwithstanding, the Board shall meet at least once each-calendar year.

### ARTICLE IV

#### INITIAL BOARD OF DIRECTORS

The names and addresses of the persons serving as Directors at the time of incorporation are:

NAME	ADDRESS
Lic. Sergio Antonio Raimond-Kedilhac Navarro	Floresta 20 Col. Claveria 02080 Mexico, D.F. Comm.
Dr. Ramon Ibarra Ramos	Floresta 20 Col. Claveria 02080 Mexico, D.F. Comm.
Dr. Felipe Mario Gonzales Y Gonzales	Floresta 20 Col. Claveria 02080 Mexico, D.F. Comm.

## ARTICLE V

### POWERS OF CORPORATION

Except as hereinafter stated, the Corporation shall have those powers set forth in Section 617 of the Florida Not For Profit Corporation Act or the corresponding provisions of future statutes of the State of Florida.

## ARTICLE VI

### FACULTIES

The faculties of the University, which shall consist of such persons as the Board of Directors may designate, shall have the power, under such rules and regulation as the faculties may prescribe, to confer, by and with the consent of the Board of Directors, all degrees and marks of literary distinction as are usually conferred by colleges and universities, and to make regulations regarding courses of instruction and such other matters as may be assigned to them by the Board of Directors.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 200 South Biscayne Blvd., Suite 2000, Miami, Florida 33131; and the name of the registered agent at such address is Mark Gallegos.

## ARTICLE VII

### DISSOLUTION

Upon dissolution of the Corporation and after the payment, or provision for the payment of all the liabilities of the Corporation, all the assets of the Corporation will, be transferred and conveyed to an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law) as directed by a majority of the Board of Directors of the Corporation.

## ARTICLE IX

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation:

NAME

ADDRESS

Mark Gallegos

200 South Biscayne Blvd., Suite 2000,  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of  
Incorporation on this May 4, 2001.

ADVANCED EXECUTIVE BUSINESS SCHOOL, INC.

By: \_\_\_\_\_



CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM  
PROCESS MAY BE SERVED

WITNESSETH

That ADVANCED EXECUTIVE BUSINESS SCHOOL, INC., desiring to organize under the laws of the State of Florida, has named Mark Gallegos as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617-0501 of the Florida Statutes.

May 4, 2001

Mark Gallegos

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